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May 6, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****122.50 *****122.50

re: Cary Franco, C.N.M., P.A.

Dear Sir/Madame:

Enclosed please find Articles of Incorporation for the above corporation for filing. Also enclosed please find a check in the amount of \$122.50.00 to cover the fee.

Thank you for your attention to this matter.

Yours very truly,

Eric Dorsky

Enclosures

ED:mth

FILED
97 MAY -9 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date:
5/12/97

ARTICLES OF INCORPORATION


CARY FRANCO, C.N.M., P.A.

FILED
97 MAY -9 PM 3:14
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a professional service corporation under the Professional Service Corporation and Limited Liability Act, hereby adopts the following Articles of Incorporation:

1. NAME: The name of the corporation is CARY FRANCO, C.N.M., P.A.
2. PRINCIPLE OFFICE: The corporation's principal place of business and the mailing address shall be 8211 N.W. 171st Street, Miami, FL 33015.
3. SHARES: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 100 shares, no par value.
4. INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and address of the initial registered agent is Cary Franco, 8211 N.W. 171st Street, Miami, FL 33015.
5. INITIAL DIRECTOR: The name and street address of the initial director is Cary Franco, 8211 N.W. 171st Street, Miami, FL 33015.
6. INCORPORATOR: The name and street address of the incorporator to these Articles of Incorporation is Cary Franco, 8211 N.W. 171st Street, Miami, FL 33015.
7. PURPOSE OF BUSINESS: To provide nursing midwife services.

The undersigned incorporator has executed these Article of Incorporation this
1 day of May, 1997.



Cary Franco

CONSENT OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 and Chapter 621, Fla. Stats., the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the Registered Office/Agent in the State of Florida.

1. The name of the corporation is Cary Franco, C.N.M., P.A.
2. The name and address of the Registered Agent and Office is Cary Franco, 8211 N.W. 171st Street, Miami, FL 33015.

HAVING BEEN NAMED as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the complete and proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Cary Franco
As Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA