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VICTOR M. CAJINA, MBA.
11476 S.W. 181 Terrace
Miami, Florida 33157

(305) 669-3700 X 2226

(305) 253-1400

May 27, 1997

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****131.25 ****131.25

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

Gentlemen:

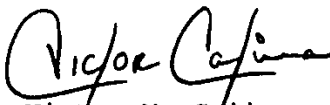
Enclosed you will find the Articles of Incorporation of:

Women's Specialty Care, PA
7000 S.W. 95th Ct.
Miami, Florida 33173

Check # 1176 for \$131.25 is attached to cover registration fees and Certificate of Status (\$8.75).

Please govern yourself accordingly and let us know if you need additional information.

Sincerely,


Victor M. Cajina

*Victor gave permission to add
Purpose to Article II.
BR 6/5/97*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 5 1997

ARTICLES OF INCORPORATION OF:

WOMEN'S SPECIALTY CARE, P.A.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

WOMEN'S SPECIALTY CARE, P.A.

The principal place of business of this corporation shall be:

7000 S.W. 95th Ct.
Miami, Florida 33173

ARTICLE II - NATURE OF BUSINESS:

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation as a medical doctor.

ARTICLE III - CAPITAL STOCK:

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000,000 x \$1.00

ARTICLE IV - TERM OF EXISTENCE:

This corporation is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - OFFICER DIRECTORS:

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Isidro Antonio Cardella
7000 S.W. 95th Ct.
Miami, Florida 33173
PRESIDENT

Bessie Cardella
7000 S.W. 95th Ct.
Miami, Florida 33173
VICE-PRESIDENT

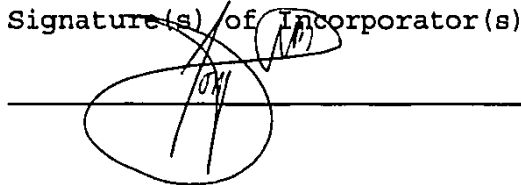
ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

Isidro Antonio Cardella
7000 S.W. 95th Ct.
Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 27th day of May, 1997.

Signature(s) of Incorporator(s)



STATE OF FLORIDA, COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of May, 1997, by Isidro Antonio Cardella
(Name of Incorporator)

of Women's Specialty Care, P.A.
(Name of Corporation)

(SEAL)

Esther C. Cardella



ESTHER C. CARDELLA
My Comm Exp. 12/18/99
Bonded By Service Ins
No. CC519187
[] Personally Known [] Other I.D.

**CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

WOMEN'S SPECIALTY CARE, P.A.

2. The name and address of the registered agent and office is:

ISIDRO ANTONIO CARDELLA
7000 S.W. 95th Ct.
Miami, Florida 33173

SIGNATURE

(Corporate Officer)

TITLE

President

DATE

5/27/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

(Registered Agent)

Date

5/27/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA