

997000057166



ACCOUNT NO. : 072100000032

REFERENCE : 446520 4303929

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : June 30, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 446520-005

CUSTOMER NO: 4303929

600002226286--3

CUSTOMER: Angelica Fleites, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: MEDICUS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

97 JUN 30 PM 12:12  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 30 AM 11:31  
TALLAHASSEE, FLORIDA

6N JUN 30 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**MEDICUS GROUP, INC.**

**FILED**  
97 JUN 30 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is MEDICUS GROUP, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 6770 S.W. 124<sup>TH</sup> Street, Miami, Florida 33156.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with

the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Mario Arroyave  
4100 Riviera Drive  
Coral Gables, Florida 33146

Robin Mitchell Arroyave  
6770 S.W. 124<sup>th</sup> Street  
Miami, Florida 33156

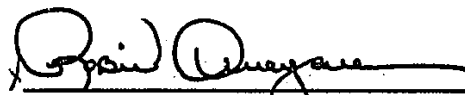
#### ARTICLE VII

The name of the Incorporator is Robin Mitchell Arroyave and the address of the Incorporator is 6770 S.W. 124<sup>th</sup> Street, Miami, Florida 33156.

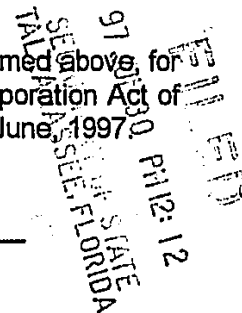
#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26 day of June, 1997.

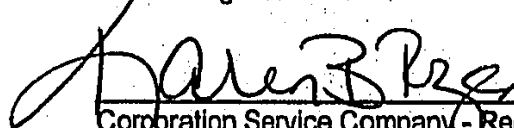


Robin Mitchell Arroyave - Incorporator



#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of MEDICUS GROUP, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Corporation Service Company - Registered Agent

Dated: June 30, 1997