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Port Charlotte, Florida 33952

97 JUL 28 PM 12:00

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TALLAHASSEE, FLORIDA

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July 22, 1997

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-07/28/97--01162--012
****122.50 ****122.50

Re: RUBEN GUZMAN, M.D., P.A.
Articles of Incorporation

Gentlemen:

Enclosed herewith is the original and one copy of the Articles of Incorporation together with the Designation of Registered Agent for the above-captioned corporation. Enclosed also is a check in the amount of \$122.50 to cover filing fees, filing tax, and a certified copy of the Articles of Incorporation.

If you find the foregoing to be in order, I would appreciate your returning the certified copy of the Articles of Incorporation to my office at your earliest convenience. Enclosed is a self-addressed, stamped envelope for your convenience.

Very truly yours,


Denise B. D'Aprile, Esq.

DBD:jp
Enc.

PH
7/31/97

ARTICLES OF INCORPORATION
OF

RUBEN GUZMAN, M.D., P.A.

FILED

97 JUL 28 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is RUBEN GUZMAN, M.D., P.A.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in a medical practice, namely obstetrics and gynecology, and any related medical activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREFERENCE, LIMITATIONS AND
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kinds, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2400 Harbor Boulevard, Suite 2, Port Charlotte, FL 33952, and the name of the initial registered agent of this corporation at that address is RUBEN GUZMAN, M.D.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

RUBEN GUZMAN, M.D.
2400 Harbor Blvd., Suite 2
Port Charlotte, FL 33952

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

RUBEN GUZMAN, M.D.
2400 Harbor Blvd., Suite 2
Port Charlotte, FL 33952

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - AMENDMENTS

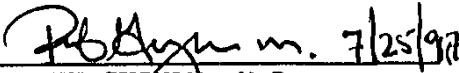
This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of July, 1997.

Signed and sealed in our presence:

Witness

Witness


RUBEN GUZMAN, M.D. 7/25/97 (SEAL)

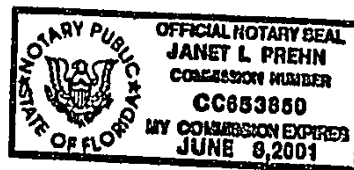
STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RUBEN GUZMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that RUBEN GUZMAN, executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 25th day of JULY, 1997.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Section 607.0501, Florida Statutes, the following is
submitted, in compliance with said Act:

That RUBEN GUZMAN, M.D., P.A. desiring to organize under the laws of the
State to Florida with its principal office, as indicated in the Articles of
Incorporation at 2400 Harbor Boulevard, Suite 2, Port Charlotte, County of
Charlotte, State of Florida, has named Ruben Guzman, M.D., located at 2400
Harbor Boulevard, Suite 2, Port Charlotte, County of Charlotte, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 this
capacity and agree to comply with the provisions of said Act relative to
keeping open said office.

SIGNATURE

Rubén Guzman M.D.
RUBEN GUZMAN, M.D.

DATE

7/25/97

FILED
97 JUL 28 PM 12:00
TALLAHASSEE, FLORIDA