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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: MARY C. WAECHTER, M.D., P.A. AUDIT NUMBER.....H97000012138 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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**ARTICLES OF INCORPORATION
OF MARY C. WAECHTER, M.D., P.A.**

ARTICLE I - NAME

The name of this corporation is MARY C. WAECHTER, M.D., P.A.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This corporation is organized for the lawful business of medical practice it may choose to undertake pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of stock with a One Dollar (\$1.00) par value, which said shares shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5000 University Drive, 3rd Floor, Coral Gables, Florida 33146. The name of the initial Registered Agent of this corporation is Mary C. Waechter, M.D., and her address is 5000 University Drive, 3rd Floor, Coral Gables, Florida 33146. THE MAILING ADDRESS OF THIS CORPORATION IS THE SAME.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Initial Director. The number of all directors may increase 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:

MARY C. WAECHTER, M.D. President

5000 University Drive
3rd Floor
Coral Gables, Fl 33146

This document was prepared by:
ELENA M. PERNAS, ESQ.
640 N.W. 36 STREET, SUITE A,
MIAMI, FLORIDA 33125
Florida Bar # 0880124.
305-445-7666

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ARTICLE VII - INCORPORATION

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

Mary C. Waechter, M.D.
5000 University Drive
Third Floor
Coral Gables, Florida 33146

ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation and amendment thereof and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of July, 1997.



Mary C. Waechter, M.D.

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Mary C. Waechter, M.D. to me well known and known to me to be the person described in and who acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of July, 1997

[Handwritten Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

18 day of July, 1997.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

BY: *[Handwritten Signature]*
Mary C. Waechter, M.D.

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