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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

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NAME: FIDELITY MEDICAL GROUP, INC.  
AUDIT NUMBER.....H97000013407  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 5  
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SEC. OF STATE  
TALLAHASSEE, FLORIDA

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8/14/97

H97000013407  
**ARTICLES OF INCORPORATION**  
**OF**  
**FIDELITY MEDICAL GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I-NAME**

The name of this Corporation is FIDELITY MEDICAL GROUP, INC.

**ARTICLE II-DURATION**

The corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III-PURPOSE**

The purpose of this corporation is to engage in any or all lawful business for which corporation may be incorporation under Chapter 607, Florida Statutes, as now exists or may after be amended, and any other activities or business permitted under the Laws of the United States of Florida.

**ARTICLE IV- CAPITAL STOCK**

The corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE V-CUMULATIVE VOTING**

Shareholders of this Corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. The shareholder may give all their votes to one candidate or distribute them among as many candidates as the shareholder may wish. Notice must be given by any shareholder to the President or Vice President of the Corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

**ARTICLE VI-PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, 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.

Lane S. Abraham, P.A.  
1443 South Miami Avenue  
Miami, FL 33130  
(305) 358-7373  
FL. Bar No: 235938

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**ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT**

330 Medico  
330 SW 27 Avenue  
Suite 708  
Miami, FL 33135

and the initial registered agent of this Corporation at such office is Ezequiel Torres.

**ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

This corporation shall have 1 Director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws; however there shall never be less than 1 Director nor more than 5. The names and addresses of the initial Board of Directors of the corporation:

Ezequiel Torres  
President, Vice President and Secretary  
330 Medico  
330 SW 27 Avenue  
Suite 708  
Miami, FL 33135

**ARTICLE IX-INCORPORATORS**

The name and street address of the Incorporator signing these articles is:

Ezequiel Torres  
330 Medico  
330 SW 27 Avenue  
Suite 708  
Miami, FL 33135

**ARTICLE X**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI-AMENDMENT

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The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority of vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on July 27, 1995.

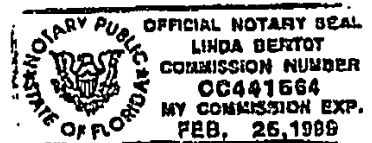
  
EZEQUIEL TORRES  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EZEQUIEL TORRES, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 13 day of August, 1997.

  
NOTARY



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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA  
STATE OF FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIDELITY MEDICAL GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 330 SW 27 Avenue, Suite 708, Miami, Florida, has named

Ezequiel Torres  
330 Medico  
330 SW 27 Avenue  
Suite 708  
Miami, FL 33135

as its agent to accept service of process within Florida.

Dated: August 14, 1997

  
EZEQUIEL TORRES  
Director/Incorporator

Having been named to accept service of process for FIDELITY MEDICAL GROUP, INC., at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
EZEQUIEL TORRES  
Registered Agent

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