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FROM: RICARDO MARTINEZ-CID, P.A.  
CONTACT: RICARDO MARTINEZ-CID  
PHONE: (305)859-7494

ACCTR: 076640001666

FAX R: (305)858-2513

NAME: JORGE L. PEREZ, M.D., PROFESSIONAL ASSOCIATE  
AUDIT NUMBER.....H97000014687  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

September 8, 1997

RICARDO MARTINEZ-CID, P.A.

SUBJECT: JORGE L. PEREZ, M.D., PROFESSIONAL ASSOCIATION  
REF: W97000020555

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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FLORIDA BAR NO. 157029/ AUDIT NUMBER: H97000014687

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ARTICLES OF INCORPORATION OF  
JORGE L. PEREZ, M.D., PROFESSIONAL ASSOCIATION.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this professional corporation organized under the Florida Professional Service Corporation Act is JORGE L. PEREZ, M.D., PROFESSIONAL ASSOCIATION.

Article II - Purpose

The corporation is organized for the purpose of rendering quality medical services and all other purposes incidental thereto, including, without limitation, the ownership of any real or personal property or investments necessary for rendering said services and any and all other legal purposes permitted under the Florida Professional Service Corporation Act for a professional association devoted to said purpose.

Article III - Capital Stock

This corporation is authorized to issue TEN THOUSAND (10,000) shares of stock of ONE DOLLAR AND NO/100 (\$1.00) par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Registered Office and Agent

The present address of the office of this corporation is 3010 North Bay Road, Miami Beach, Florida 33140.

The name of the initial Registered Agent of this corporation is JORGE L. PEREZ, M.D., of 3010 North Bay Road, Miami Beach, Florida 33140.

Article VI - Initial Board of Directors

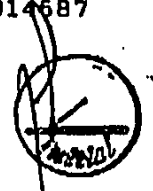
This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the By-laws, but shall never be less than one (1).

The initial director of this corporation is JORGE L. PEREZ, M.D., of 3010 North Bay Road, Miami Beach, Florida 33140.

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Prepared By: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510  
Miami, FL 33145



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Article VII - Incorporator

The name and address of the person signing these Articles is JORGE L. PEREZ, M.D., of 3010 North Bay Road, Miami Beach, Florida 33140.

Article VIII - Indemnification

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

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.

Article X - Stock

No stock may be issued, transferred or held to anyone other than an individual who is a duly licensed or otherwise legally authorized medical doctor under the laws of the State of Florida and no shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of its stock.

Article XI - Duration

The duration of this corporation shall be perpetual, commencing on the day these Articles are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of September, 1997.

  
\_\_\_\_\_  
JORGE L. PEREZ, M.D.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned notary public, personally appeared JORGE L. PEREZ, M.D., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

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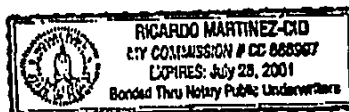
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IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida this 4th day of September, 1997.

  
Notary Public,  
State of Florida at Large

My Commission Expires:



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Miami, FL Page Three of Four  
33145

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CERTIFICATE DESIGNATING THE ADDRESS AND

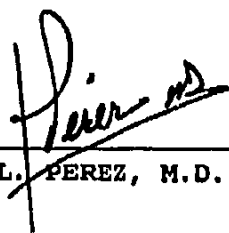
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That JORGE L. PEREZ, M.D., PROFESSIONAL ASSOCIATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, located at 3010 North Bay Road, Miami Beach, Florida 33140, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of JORGE L. PEREZ, M.D., PROFESSIONAL ASSOCIATION, to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this 4th day of September, 1997.

  
\_\_\_\_\_  
JORGE L. PEREZ, M.D.

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