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SPENCER & KLEIN

PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

SUITE 1901 801 BRICKELL AVENUE MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700 TELECOPIER (305) 374-4890

September 25, 1997

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32301 Via Federal Express

Re: Articles of Incorporation

Tradition Medical Services, Inc.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of Tradition Medical Services, Inc., along with a check in the amount of \$122.50. Please return the certified copy in the enclosed Federal Express envelope to the undersigned.

If there are any questions, please call.

Very truly yours,

Brent D. Klein

BDK/ksb

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SECRETARY OF STATE
TALL AMASSEE, FLORIDA

ARTICLES OF INCORPORATION

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SECRETARY OF STATI
TALLAHASSEE, FLORIG

OF

TRADITION MEDICAL SERVICES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

<u>NAME</u>

The name of the corporation is Tradition Medical Services, Inc. and its address is c/o Spencer and Klein, P.A., Suite 1901, 801 Brickell Avenue, Miami, Florida 33131.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5,000 shares, with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 801 Brickell Avenue, Suite 1901, Miami, Florida 33131 and the name of its initial registered agent at such address is Brent D. Klein.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Fernando J. Valverde c/o Spencer and Klein, P.A. Suite 1901 801 Brickell Avenue Miami, Florida 33131

Rene Valverde c/o Spencer and Klein, P.A. Suite 1901 801 Brickell Avenue Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Brent D. Klein Suite 1901 801 Brickell Avenue Miami, Florida 33131

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by

reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the $\frac{25\pi}{}$ day of September, 1997.

Brent D. Klein

STATE OF FLORIDA)

)ss:

COUNTY OF DADE

BEFORE ME appeared Brent D. Klein, to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I, have hereunto set my hand and affixed my official seal this 25 day of September, 1997.

My commission expires:

Notary Public, State of Ronda My Confr., Express Jon. 11, 2000 No. CC 523227 Booted Thru Withrigh Bernster 1-(200) 723-0121

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

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SECRETARY OF ST
TALLAHASSEE, FLC