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SPENCER & KLEIN

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

SUITE 1901  
801 BRICKELL AVENUE  
MIAMI, FLORIDA 33131

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September 25, 1997

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

Via Federal Express

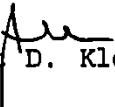
Re: Articles of Incorporation  
Tradition Medical Services, Inc.

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  
TALLAHASSEE, FLORIDA

J. Nadeau SEP 29 1997

ARTICLES OF INCORPORATION

OF

TRADITION MEDICAL SERVICES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

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

