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DATE Oct 10, 1997

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Office Use Only

SECRETARY OF STATE  
CORPORATE DIVISION  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32304

RE: Allergy, Asthma + Immune Diseases of Florida, P.A. INC.

GENTLEMEN:

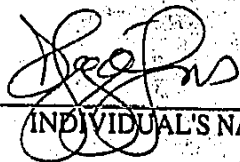
ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH  
A COPY OF SAID ARTICLES FOR Allergy, Asthma + Immune Diseases of Florida, P.A.  
NAME OF CORPORATION

OUR CHECK IN THE AMOUNT OF \$122.50 INCLUDES THE FOLLOWING:

FILING FEE  
CHARTER TAX  
REGISTERED AGENT  
CERTIFIED COPY

TOTAL \$122.50

RESPECTFULLY SUBMITTED,



INDIVIDUAL'S NAME

Allergy, Asthma + Immune Diseases of Florida, P.A.  
NAME OF CORPORATION

Denise Gonzalez, M.D.  
2523 Livingston Lane  
W. Palm Bch., FL 33411

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DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATIONS  
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**Articles of Incorporation of  
Allergy, Asthma and Immune Diseases of Florida, P.A.**

The undersigned natural person, competent and licensed to practice medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**I**

**Name of Corporation, Principal Office and Mailing Address**

The name of this Corporation shall be Allergy, Asthma and Immune Diseases of Florida, P.A. The principal office and mailing address of this Corporation shall be 2523 Livingston Lane, West Palm Beach, Florida 33411

**II**

**Purpose**

The general nature and purpose of business to be transacted, promoted and carried on by the Corporation are as follows:

- a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Florida is authorized to render.
- b) To engage and render the professional services involved only through its officers, agents and employees who shall be medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.
- c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d) To engage in no other business other than the rendition of the professional services specified herein.
- e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State Florida.

**III**

**Capital Stock**

- a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at one cent (\$0.01) per share par value.
- b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c) Shares of the Corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized, within the State of Florida to render the same professional services as this Corporation.

#### **IV**

##### **Duration**

The Corporation shall have perpetual existence.

#### **V**

##### **Registered Agent**

The address of the Corporation's initial registered office is 2523 Livingston Lane, West Palm Beach, Florida 33411 and the name of its initial registered agent at said address is Denise Gonzalez, M.D.

#### **VI**

##### **Incorporator**

The name and address of the Incorporator is as follow: Denise Gonzalez, M.D., 2523 Livingston Lane, West Palm Beach, Florida 33411.

#### **VII**

##### **Board of Directors**

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Denise Gonzalez, M. D. 2523 Livingston Lane West Palm Beach, Florida 33411

Carlos J. Piniella M.D. 2950 Bird Ave, Coconut Grove, Florida 33123

Jose Carro, M.D. 10000 S.W. 19th Street, Miami, Florida 33165

#### **VIII**

##### **Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action in a meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### **IX**

##### **Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restriction or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares not be entitled to dividends.

**X**

**Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI**

**Indemnification**

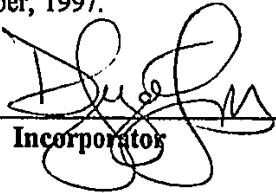
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**XII**

**Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

In witness thereof, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 10th day of October, 1997.

  
\_\_\_\_\_  
Incorporator

**Certificate Designating Place of Business or  
Domicile for the Service of Process within Florida,  
Naming Agent upon Whom Process may be Served**

In compliance with section 48.091, Florida Statutes, the following is submitted:

That Allergy, Asthma & Immune Diseases of Florida, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of West Palm Beach, State of Florida, has named Denise Gonzalez, M.D. located at 2523 Livingston Lane, West Palm Beach, Florida, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Denise Gonzalez, M.D.

\_\_\_\_\_  
Incorporator  
(TITLE)

\_\_\_\_\_  
October 10, 1997  
(DATE)

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, including the provisions of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Denise Gonzalez, M.D. Registered Agent

\_\_\_\_\_  
10/10/97  
(DATE)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA; NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT Allergy, Asthma + Immune Diseases of Florida, P.A.  
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 2523 LIVINGSTON LANE WEST PALM BEACH 33411  
Address, City

HAS NAMED DENISE GONZALEZ  
Name of Registered Agent

LOCATED AT 2523 LIVINGSTON LANE  
(Must be street address and number of bldg.)

CITY OF WEST PALM BEACH, STATE OF FL., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FL.

SIGNATURE [Signature]  
Corporate Officer

TITLE PRESIDENT

DATE 10/1/97

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Fl. Statutes.

SIGNATURE [Signature]  
Registered Agent

DATE 10/1/97

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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