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FILED
2/20/98



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CUSTOMER: Alys Nagler Daniels, Esq
GARY DYTRYCH & RYAN

Suite 402
701 U.s. Highway 1
North Palm Beac, FL 33408

DOMESTIC FILING

NAME: LESLIE E. DIAZ, M.D., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

Dmc
2-20-98

RECEIVED
98 FEB 20 AM 11:33
DIVISION OF CORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
98 FEB 20 PM 3:08

FILED

ARTICLES OF INCORPORATION OF

98 FEB 20 PM 3:08

LESLIE E. DIAZ, M.D., P.A.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be LESLIE E. DIAZ, M.D., P.A.

ARTICLE II
PURPOSES

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

a. To engage in the practice of medicine, and to take all actions that are necessary or proper in connection with that practice.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation. Employees, as used herein, shall not include clerks, secretaries, bookkeepers, technicians or other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

c. — To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law and to own real or personal property necessary for the rendering of professional services.

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 any thing incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE 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 \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services, and such consideration to be paid for each share is to be fixed by the Board of Directors.

c. Shares of the corporation stock and certificates shall be issued only to individuals duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV
RESTRICTION ON TRANSFERRING SHARES

No stockholder of this corporation may sell or transfer his or her shares in the corporation except to another party who is eligible as a stockholder holding a license or is otherwise duly authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V
DURATION

The corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT
AND PRINCIPAL OFFICE

The address of this corporation's principal office and initial registered office is: 3345 Burns Road, Ste. 302, Palm Beach Gardens, Florida 33410 and the name of its initial registered agent at said address is LESLIE E. DIAZ, M.D.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is as follows:
LESLIE E. DIAZ, M.D., 3345 Burns Road, Ste. 302, Palm Beach Gardens, Florida 33410.

ARTICLE VIII
BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting initially of one person. 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 name and address of the initial Director of this Corporation is: LESLIE E. DIAZ, M.D., 3345 Burns Road, Ste. 302, Palm Beach Gardens, Florida 33410.

ARTICLE IX
INFORMAL STOCKHOLDER ACTION

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

ARTICLE X
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 restrictions or limitations on her continued rendering of such professional services, she 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 stockholder, purchase such stockholder's shares at fair market value and pay her all amounts owing and lawfully due to her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XI
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.

ARTICLE XII
INDEMNIFICATION

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

law.

ARTICLE XIII
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.

ARTICLE XIV
INITIAL CAPITAL AMOUNT

The amount of capital with which this corporation shall begin business is not less than \$1,000.00.

ARTICLE XV
CONSOLIDATIONS AND MERGERS

This corporation shall be able to consolidate or merge with only another domestic professional corporation organized and existing pursuant to Florida Statutes Chapter 621 which renders the same professional services as this corporation. No merger or consolidation of this corporation with a foreign corporation shall take place.

ARTICLE XVI
SMALL BUSINESS CORPORATION

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation, and this corporation shall have all of the rights and powers that are expressly stated under the Florida Statutes and Laws (F.S. 607 and as amended in the future). The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1362, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein, has made and subscribed these Articles of Incorporation this 16 day of Feb., 1998, and the undersigned registered agent hereby states that she is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

Signed, sealed and delivered
in the presence of:

Ronald J. Wiewoga, MD
Ronald J. Wiewoga MD
Alys N. Daniels
Alys N. Daniels

Leslie E. Diaz, M.D.
LESLIE E. DIAZ, M.D.,
Incorporator

STATE OF Florida
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take
acknowledgments, this day, personally appeared LESLIE E. DIAZ,
M.D., to me personally known or who provided _____
_____ as identification.

WITNESS my hand and official seal in the State and County
aforesaid this 16 day of Feb 1998



ALYS NAGLER DANIELS
COMMISSION # CC 440851
EXPIRES FEB 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Alys Nagler Daniels
Notary Public
My Commission Expires:
Commission No.:

ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the
above stated corporation, at the place set forth hereinabove, I
hereby accept such designation and agree to act in such capacity
and hereby state that I am familiar with and accept the duties and
responsibilities as registered agent for this corporation and
agree to comply with the provisions of Section 607.0505 of the
Florida Statutes.

Leslie E. Diaz, M.D.
LESLIE E. DIAZ, M.D.,
Registered Agent

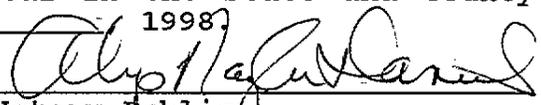
Dated: 2/16/98

FILED
98 FEB 20 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Fl.
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared LESLIE E. DIAZ, M.D., to me personally known ~~or who provided~~ _____ as identification

WITNESS my hand and official seal in the State and County aforesaid this 16 day of Feb 1998


Notary Public
My Commission Expires:
Commission No.:

