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 2/23/98 - term

Requestor's Name: Jose Navarro
 Address: 7950 W. Flagler St. #104
 Miami Fl. 33144
 Phone: 266-8600

VALIDATION ONLY

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CORPORATION(S) NAME

Carlos M. DE CESPEDES, M.D., P.A.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

FILED
 98 MAR -2 AM 10:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION
 98 FEB 24 PM 1:05

Empire Toll Free: 1-800-432-3028

Name	
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Acknowledgment	
W.P. Verifier	

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1998

EMPIRE

TALLAHASSEE, FL

SUBJECT: CARLOS M. DE. CESPEDES, M.D. P.A.
Ref. Number: W9800004132

We have received your document for CARLOS M. DE. CESPEDES, M.D. P.A..
However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in
the document.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 198A00010458

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RECEIVED
98 MAR -2 AM 9:29
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
CARLOS M. DE CESPEDES, M.D., P.A.**

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be:

CARLOS M. DE CESPEDES, M.D., P.A.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

Section 1.

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. This Corporation is formed to provide Medical Services.

Section 2.

The Corporation shall have all the powers set forth in the Florida General Corporation law, as in effect from time to time.

Prepared by:

JOSE A. NAVARRO, P.A.
7950 W. Flagler St., #104
Miami, Florida 33144
Tel: (305) 266-8600
Fla. Bar No. 270873

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TALLAHASSEE, FLORIDA

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at \$10.00 par value each.

ARTICLE V

AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is not less than \$500.00 Dollars.

ARTICLE VI

**INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT**

The initial principal office address is:

Address: 3661 South Miami Avenue, Suite 505
Miami, Florida 33133

The initial registered agent and address is:

Name: Carlos M. De Cespedes
Address: 3661 South Miami Avenue, Suite 505
Miami, Florida 33133

ARTICLE VII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

RIGHT OF FIRST REFUSAL

In case a shareholder desires to sell his shares of stock, he must first offer them for sale to the remaining shareholders, it being the intention to give them a preference in the purchase of such shares, and any attempted sale in violation of this provision is null and void.

A shareholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale and unless his terms are accepted by any or all of the other shareholders within thirty (30) days thereafter, they shall be deemed to have waived their privilege of purchasing and he will be at liberty to sell to anyone else.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director, initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws. The names and addresses of the initial Directors of this Corporation are:

Carlos M. De Cespedes	3661 South Miami Avenue, Suite 505 Miami, Florida 33133
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ARTICLE X

INCORPORATOR

The name and address of each Incorporator is:

Carlos M. De Cespedes	3661 South Miami Avenue, Suite 505 Miami, Florida 33133
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ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders subject to this reservation.

ARTICLE XIII
PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the Directors and Shareholders, provision is made as follows:

- a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of, and to provide when and how such consideration shall be paid.
- b) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property shall be exercised by the Board of Directors, except as otherwise expressly provided by law.
- c) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in, and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own capital stock to such extent, in such manner upon such terms as the Board of Directors may deem expedient.
- d) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses, and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and form and amount as may seem reasonable in and by their discretion.
- e) Any one or more or all of the Directors may be removed, either with or without cause, at any time by the vote of the Shareholders holding a majority of the stock entitled to vote of the Corporation at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate, and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the By-Laws.
- f) Any officers of the Corporation may be removed either with or without cause, at any time, by vote of a majority of the Board of Directors.
- g) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation, nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or

transaction of or with the Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to, or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the corporation for the benefit of himself or of any firm, association or corporation in which he may be in anyway interested.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

Dated the 19 day of February, 1998.

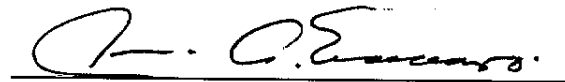
Signature of Incorporator

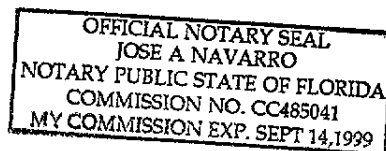

CARLOS M. DE CESPEDES

STATE OF FLORIDA)
) ss.
COUNTY OF MIAMI-DADE)

Before me, the undersigned authority, personally appeared CARLOS M. DE CESPEDES, to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth. Incorporator is () personally known to me or () has produced FL DRIVERS LIC as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of February, 1998.


Print Name: JOSE A. NAVARRO
Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.


Print Name: CARLOS M. DE CESPEDES
REGISTERED AGENT

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA