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3/10/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: RAMON QUESADA, M.D., P.A.
AUDIT NUMBER.....H98000004660
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/10/98

108-4660

ARTICLES OF INCORPORATION

FILED

Article 1: Name of Corporation RAMON QUESADA, M.D., P.A. 98 MAR 10 PM 1:31
Address of Corporation 315 PALERMO AVENUE
CORAL GABLES, FLORIDA 33134 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 7,500, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: BARRY M. BRANT, C.P.A.
and
REGISTERED OFFICE: ONE SE THIRD AVENUE 15th FLOOR
MIAMI, FLORIDA 33131

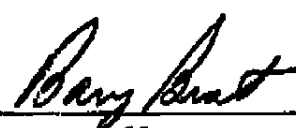
I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

 3/6/98
Signature of Registered Agent Date

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

- 1. RAMON QUESADA, M.D.
315 PALERMO AVENUE
CORAL GABLES, FL 33134

Article 5: The Name and Address of the INCORPORATOR is:
BARRY M. BRANT, C.P.A.
ONE SE THIRD AVENUE 15th FLOOR
MIAMI, FLORIDA 33131

In witness whereof, I have subscribed my name 
Signature of Incorporator

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

BARRY M. BRANT, C.P.A.

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Article 6: The nature of business of this Professional Association is to provide
medical, supervisory and administrative services.

Article 7: No shareholder of this corporation may sell or transfer shares of stock of this corporation except to another individual who is licensed to practice the profession herein provided and such sale or transfer may be made only after the same has been approved at a stockholder's meeting called for such purpose. If any stockholder shall become disqualified to practice the profession herein provided, be elected to public office or accepts employment which places restrictions or limitations upon the continued rendering of such professional services, such stockholder's shares of stock shall immediately become subject to purchase by the corporation or other stockholders in accordance with contractual arrangements between the corporation or by resolution adopted by the stockholders of this corporation.

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