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AW OFFICES
SAPURSTEIN & BLOCH, P.A.

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MIAMI, FLORIDA 33156
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BERTRAM A. SAPURSTEIN
BRUCE E. BLOCH

March 30, 1998

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***122.50 ***122.50

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: JUAN C. PEREZ-MORALES, M.D., P.A.
Articles of Incorporation

Dear Secretary of State:

Enclosed please find original and one copy of Articles of Incorporation for JUAN C. PEREZ-MORALES, M.D., P.A., together with our check in the amount of \$122.50 for the filing of same, with the copy to be returned to our office for our records.

If there is any question or delay in transmitting these Articles back to us, kindly call the undersigned as soon as possible.

Very truly yours,

SAPURSTEIN & BLOCH, P.A.


BERTRAM A. SAPURSTEIN

BAS/mc
Enc.

Bertram Sapurstein GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article # Purpose is practicing medicine
DATE 4/8
FOR TEAM BB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR -6 PM 4:07

FILED

B. BROCK APR 8 1998

**ARTICLES OF INCORPORATION
OF
JUAN C. PEREZ-MORALES, M.D., P.A.**

ARTICLE I - NAME

The name of this corporation is JUAN C. PEREZ-MORALES, M.D.,
P.A.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 2 day
of April, 1998; provided that such day is allowable pursuant to Florida law for
the commencement of corporate existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of the practice
of medicine.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class
of stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100	\$1.00	Common

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this
corporation of the same kind, class or the 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's principal office and of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

REGISTERED AGENT

Juan C. Perez-Morales, M.D.

STREET ADDRESS OF PRINCIPAL/REGISTERED OFFICE

10420 S.W. 120th Street
Miami, Florida 33176

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have the below-named directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The initial directors of this corporation shall be the Incorporators named below.

JUAN C. PEREZ-MORALES, M.D.

President

ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these articles are:

NAME

ADDRESS

JUAN C. PEREZ-MORALES, M.D.

10420 S.W. 120th Street
Miami, Florida 33176

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to his reservation.

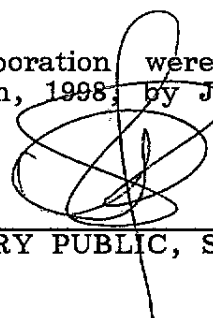
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation as of this 30 day of March, 1998.



JUAN C. PEREZ-MORALES, M.D.

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing Articles of Incorporation were executed and acknowledged before me this 30 day of March, 1998, by JUAN C. PEREZ-MORALES, M.D., as Incorporator.



NOTARY PUBLIC, State of Florida

My commission expires:



PATRICIA PINO SANCHEZ
My Commission CC569410
Expires Jul. 16, 2000

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for JUAN C. PEREZ-MORALES, M.D., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, 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.

DATED this 30th day of March, 1998.



JUAN C. PEREZ-MORALES, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA