

06/05/98 13:15 NICOLAS FERNANDEZ, P.A.

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P. 001

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FLORIDA DIVISION OF CORPORATIONS

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((H98000010527 3))

TO: DIVISION OF CORPORATIONS
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NAME: DIEGO E. PERNUDI, M.D. & ASSOCIATES, P.A.

AUDIT NUMBER.....H98000010527

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT...COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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**ARTICLES OF INCORPORATION
OF**

DIEGO E. PERNUDI, M.D. & ASSOCIATES, P.A.

The undersigned, acting as incorporator of **DIEGO E. PERNUDI, M.D. & ASSOCIATES, P.A.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

DIEGO E. PERNUDI, M.D. & ASSOCIATES, P.A.

and the principal place of business is:

8260 West Flagler Street, Suite 1K, Miami, Florida 33144

ARTICLE II. NATURE OF CORPORATE BUSINESS

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that a physician duly licensed under the laws of the State of Florida as a Pediatrician, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.

The Corporation may also engage in or transact any or all activity of business permitted under the laws of the United States and of the State of Florida pursuant to Chapter 621 of the Florida Statutes entitled Professional Service Corporations.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation

Prepared by: Nicolas Fernandez, P.A.
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otherwise permitted by law.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 7500 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. None of the shares of this Corporation may be issued to anyone other than an individual in good standing and duly licensed to practice as a physician in the State of Florida.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 782 NW Le Jeune Road, Suite 548, Miami, Florida, 33126 and the name of the corporation's initial registered agent at that address is Esquire Corporate Services, Inc.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator is:

Name:

MARQUEZ & FERNANDEZ, P.A.

Address:

782 NW Le Jeune Road
Suite 548
Miami, Florida 33126

ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted

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by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII. VOTING TRUSTS

No Stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IX. REMOVAL OF DIRECTOR

Any Director of this Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

ARTICLE X. RESTRAINT ON ALIENATION OF SHARES

The Stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Stockholder of this Corporation. If any Stockholder becomes legally disqualified to practice in the State of Florida, or is elected to public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares shall immediately become subject to purchase by this Corporation in accordance with the Bylaws adopted by the Stockholders.

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ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII. POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporate Act.

ARTICLE XIII. INFORMAL DIRECTOR ACTION

If all 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 XIV. 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 at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XV. 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 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

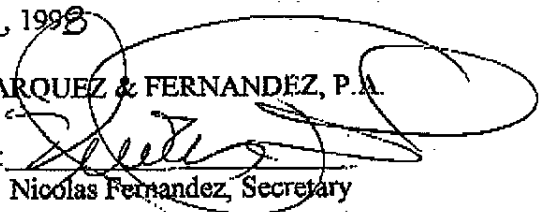
him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XVI. AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of June, 1998

MARQUEZ & FERNANDEZ, P.A.

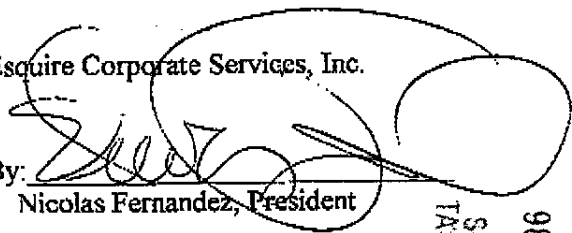
By: 

Nicolas Fernandez, Secretary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for *DIEGO E. PERNUDI, M.D. & ASSOCIATES, P.A.* in the foregoing Articles of Incorporation, we hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Esquire Corporate Services, Inc.

By: 

Nicolas Fernandez, President

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