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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URLARTE
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: MIAMI-DADE SURGICAL GROUP, INC.
AUDIT NUMBER.....H98000011558
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Miami-Dade Surgical Group, Inc.

Article II. Address

The mailing address of the Corporation is:
Miami-Dade Surgical Group, Inc.
3661 South Miami Avenue
Suite 202
Miami FL 33133

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Anibal J. Duarte-Viera
3661 South Miami Avenue
Suite 202
Miami FL 33133

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Abelardo Arango
Cristobal E. Viera

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Anibal J. Duarte-Viera | FL Bar Member 910392
Anibal J. Duarte-Viera, P.A.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134
305-447-4676

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

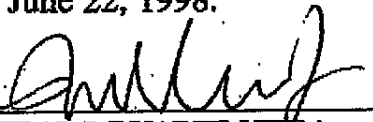
The name and address of the incorporator is:

Anibal J. Duarte-Viera
Anibal J. Duarte-Viera, P.A.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 22, 1998.

The undersigned incorporator executed these Articles of Incorporation on June 22, 1998.



ANIBAL J. DUARTE-VIERA
by L.A. Uriarte as attorney-in-fact

Anibal J. Duarte-Viera | FL Bar Member 910392
Anibal J. Duarte-Viera, P.A.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134
305-447-4676

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Miami-Dade Surgical Group, Inc.

REGISTERED AGENT/OFFICE:

**Anibal J. Duarte-Viera
3661 South Miami Avenue
Suite 202
Miami FL 33133**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANIBAL J. DUARTE-VIERA
by L.A. Uriarte as attorney-in-fact

Date: June 22, 1998.

**Anibal J. Duarte-Viera, | FL Bar Member 910392
Anibal J. Duarte-Viera, P.A.
3211 Ponce de Leon, Suite 202
Coral Gables FL 33134
305-447-4676**

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