

P98000060181

LOW OFFICE

SAPURSTEIN & BLOCH, P.A.

9700 SOUTH DIXIE HIGHWAY  
SUITE 1000  
MIAMI, FLORIDA 33156  
(305) 670-9500  
FAX (305) 670-6900

BERTRAM A. SAPURSTEIN  
BRUCE E. BLOCH

July 1, 1998

000002580990--6  
-07/06/98--01122--018  
\*\*\*122.50 \*\*\*122.50

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

Re: POPULAR MEDICAL GROUP, INC.  
Articles of Incorporation

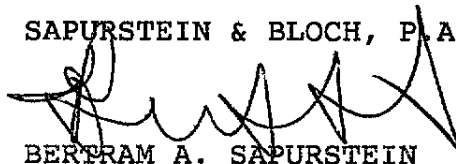
Dear Secretary of State:

Enclosed please find original and one copy of Articles of Incorporation for POPULAR MEDICAL GROUP, INC., 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.

Dmc  
7/8/98

EFFECTIVE DATE  
7-2-98

FILED  
98 JUL -6 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
POPULAR MEDICAL GROUP, INC.**

**FILED**  
98 JUL -6 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

**ARTICLE I - NAME**

7-2-98

The name of this corporation is POPULAR MEDICAL GROUP, INC..

**ARTICLE II - BEGINNING OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the 2nd day of July, 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 transacting any and all lawful business.

**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.

#### 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

PABLO DELGADO

##### STREET ADDRESS OF PRINCIPAL/REGISTERED OFFICE

7800 S.W. 87th Avenue  
Miami, FL 33173

#### 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 director of this corporation shall be the Incorporator named below.

PABLO DELGADO

7800 S.W. 87th Avenue  
Miami, FL 33173

#### ARTICLE VIII - INCORPORATORS

The names and address of the person signing these articles is:

##### NAME

PABLO DELGADO

##### ADDRESS

7800 S.W. 87th Avenue  
Miami, FL 33173

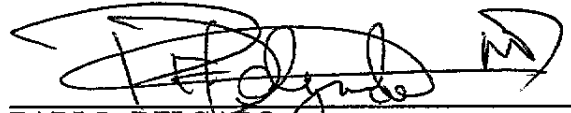
#### ARTICLE IX - INDEMNIFICATION

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**

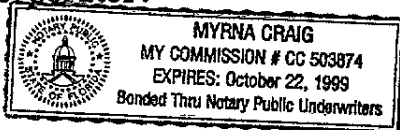
The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to his reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation as of this \_\_\_\_\_ day of July, 1998.


  
\_\_\_\_\_  
PABLO DELGADO

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

The foregoing Articles of Incorporation were executed and acknowledged before me this 2<sup>nd</sup> day of July, 1998, by PABLO DELGADO, as Incorporator.



My commission expires:

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

CERTIFICATE OF REGISTERED AGENT

FILED

98 JUL -6 AM 9:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for POPULAR MEDICAL GROUP, INC., 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 \_\_\_\_\_ day of \_\_\_\_\_, 1998.

  
PABLO DELGADO