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CONTACT: RAY STORMONT PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PEDRO J. RAMOS, M.D., P.A.
AUDIT NUMBER.....H98000014373
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ARTICLES OF INCORPORATION
OF
PEDRO J. RAMOS, M.D., P.A.

The undersigned have executed these Articles of Incorporation for the purposes of forming a Professional Corporation for profit pursuant to the provisions of Chapters 607 and 621, Florida Statutes.

ARTICLE I. CORPORATE NAMES

The name of this professional association shall be:

PEDRO J. RAMOS, M.D., P.A.

ARTICLE II. CORPORATE ADDRESS/PRINCIPAL OFFICE

The principal office and mailing address of the corporation is:

5101 S.W. 8th Street
Miami, Florida 33134

ARTICLE III. NATURE OF CORPORATE BUSINESS AND POWERS

The nature of the business to be transacted by this corporation shall be and is to engage in every aspect and phase of the practice of gastroenterologic medicine. The professional services involved in the Corporation's practice of gastroenterologic medicine may be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized to practice medicine in the State of Florida.

THIS DOCUMENT PREPARED BY:
Howard E. Kurzweil, Esq.
Howard E. Kurzweil, P.A.
2151 Le Jeune Road, Mezzanine
Coral Gables, Florida 33134
Florida Bar No. 284416
Phone: (305) 442-7085

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This Corporation shall not engage in any business other than the practice of medicine. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of its professional services.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence, effective immediately.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Howard E. Kurzweil, Esquire
Union Planters Bank Building
2151 Le Jeune Road, Mezzanine
Coral Gables, Florida 33134

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws but shall never be less than one (1).

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ARTICLE VIII. INITIAL DIRECTOR

The name and address of the initial Director of this corporation is:

PEDRO J. RAMOS, M.D.
5101 S.W. 8th Street
Miami, Florida 33134

The person named as initial Director shall hold office for the first year of existence of this corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name of the person signing these Articles of Incorporation as incorporator is:

PEDRO J. RAMOS, M.D.
5101 S.W. 8th Street
Miami, Florida 33134

ARTICLE X. AMENDMENT

The 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 at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned, as the incorporator, has executed the foregoing Articles of Incorporation as of the 30 day of July, 1998.


PEDRO J. RAMOS, M.D.

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of July, 1998, by PEDRO J. RAMOS, M.D. who personally appeared before me at the time of notarization, and who is personally known to me or who provided ~~as identification.~~

NOTARY PUBLIC:

Sign Howard E. Kurzweil

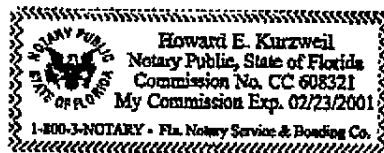
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State of Florida at Large

(Seal)

My Commission No.

My Commission Expires:



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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes.

That PEDRO J. RAMOS, M.D., P.A., desiring to organize under the laws of the State of Florida, with its initial registered office, at 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida, has named Howard E. Kurzweil, Esquire, located at the Law Offices of Howard E. Kurzweil, 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with an accept the obligations of my position as Registered Agent.

Howard E. Kurzweil
Howard E. Kurzweil, Esquire

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