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FLORIDA PROFIT CORPORATION OR P.A.

CARLOS M. GUIDA, M.A., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$122.50

Handwritten initials and date: 9-28-98

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ARTICLES OF INCORPORATION  
OF

CARLOS M. GUIDA, M.D., P.A.

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ARTICLE I

NAME

The name of the Corporation shall be CARLOS M. GUIDA, M.D., P.A.

ARTICLE II

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

The professional services involved in the corporation's practice of medicine may be rendered only through those officers, agents and employees who are duly authorized and licensed to practice medicine in the State of Florida.

This corporation shall not engage in any business other than the practice of medicine. However, this 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 the professional services authorized hereby.

ARTICLE III

STOCK

This Corporation is authorized to issue 1000 shares of Common Stock having a par value of \$1.00 per share.

PREPARED BY: EMILIO C. CABALLERO, ESQ.  
11390 S.W. 57 Street  
Miami, FL 33173  
(305)412-7912  
FLA. BAR NO. 24212

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**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS**

The street and mailing address of the initial Registered Office of this Corporation and of its principal office is 7881 S.W. 13 Terrace, Miami, Florida 33144, and the name of the initial Registered Agent of this Corporation is CARLOS M. GUIDA.

**ARTICLE V**

**INITIAL 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 the ByLaws but shall never be less than one. The name and address of the initial Director of this Corporation are:

NAME	ADDRESS
Carlos M. Guida, M.D.	7881 S.W. 13 Terrace Miami, Florida 33144

**ARTICLE VI**

**INCORPORATORS**

The names and addresses of the persons signing these Articles are:

NAME	ADDRESS
Carlos M. Guida, M.D.	7881 S.W. 13 Terrace Miami, FL 33144

**ARTICLE VII**

**INDEMNIFICATION**

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

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**ARTICLE VIII**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

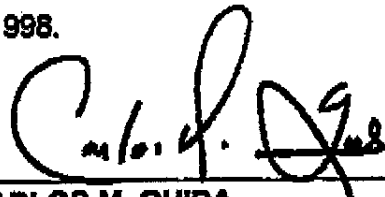
The principal office of this Corporation and its mailing address shall be 7881 S.W.  
13 Terrace, Miami, FL 33144.

**ARTICLE IX**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles  
of Incorporation this 21 day of SEPT., 1998.

  
\_\_\_\_\_  
CARLOS M. GUIDA

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

I hereby certify that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared CARLOS M. GUIDA, personally known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the Country and State named above, this  
21 day of SEPT., 1998.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Large

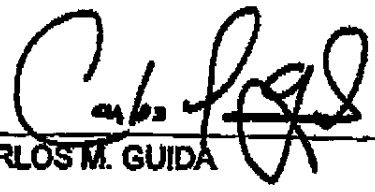


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**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

  
CARLOS M. GUIDA

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