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December 3, 1998

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-12/07/98--01047--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314


FILED  
98 DEC -7 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Please find enclosed herewith the original and one copy of the Articles of Incorporation for PROFESSIONAL SURGICAL ASSISTANTS, INC. as well as a check in the amount of \$78.75 representing payment for the filing of the Articles and a certified copy of the Articles as filed with your office to be returned to me for my files.

If you have any questions, please feel free to contact me personally at (305) 861-7287.

Sincerely,

  
Miguel P. Letourneau

Enclosures:

Articles of Incorporation (2)  
Check for Filing Fees

PRO-MED MANAGEMENT OF SOUTH FLORIDA  
3550 N.W. 77th Avenue, Suite #200  
Hialeah Gardens, FL 33016

SD  
12/9

ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL SURGICAL ASSISTANTS, INC.  
( A STOCK CORPORATION )

**FILED**  
98 DEC -7 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. Name and Term of Existence

The name of the corporation ( " The Corporation " ) is:

PROFESSIONAL SURGICAL ASSISTANTS, INC. Its principal office shall be located at 7770 Hawthorne Avenue, Miami Beach, Fl 33141. This Corporation shall have perpetual existence.

ARTICLE II. Purposes

The Corporation shall have unlimited power to engage in any or all lawful business for which corporations may be incorporated under this chapter.

ARTICLE III. Capital Stock

The total number of shares of common stock which the corporation has authority to issue is one hundred shares ( 100 ) of the par value of one dollar ( \$1.00 ) , all of one class common stock, and having an aggregate value of one hundred dollars ( \$100.00 ).

ARTICLE IV. Registered Agent

The registered agent of this Corporation shall be MIGUEL P. LETOURNEAUT located at 7770 Hawthorne Avenue, Miami Beach, Florida 33141.

ARTICLE V. Subscribers

The name and address of the subscriber to the capital stock of this Corporation and the number of shares of stock agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MIGUEL P.LETOURNEAUT	7770 Hawthorne Avenue Miami Beach, Florida 33141	100

ARTICLE VI. Officers

The officers of the Corporation shall be as follows:

President, Vice President, Secretary, Treasurer.

The officers of the Corporation shall be selected annually by the Board of Directors at a meeting to be held on the last Tuesday of October.

The names of the officers of the Corporation are as follows:

President	MIGUEL P. LETOURNEAUT
Vice President	MIGUEL P. LETOURNEAUT
Secretary	MIGUEL P. LETOURNEAUT
Treasurer	MIGUEL P. LETOURNEAUT

ARTICLE VII. Board of Directors

The affairs of the Corporation shall be conducted by a Board of Directors with membership of at least one (1) person. The Board of Directors shall be elected by the stockholders. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than (1) one. The names and addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MIGUEL P. LETOURNEAUT	7770 Hawthorne Avenue Miami Beach, Florida 33141

ARTICLE VIII. By-Laws

The members of the Board of Directors shall have the right to make such By-Laws. The By-Laws shall be adopted upon unanimous approval by all the shareholders of the Corporation at a regular meeting or special business meeting of the Corporation called for such purposes.

ARTICLE IX. Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, presented by them to the shareholders and approved at a shareholder's meeting by unanimous decision of all the shareholders of the Corporation present and voting.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated .

  
MIGUEL P. LETOURNEAUT

STATE OF FLORIDA       )  
COUNTY OF DADE       )   SS

BEFORE ME, the undersigned authority, this day personally appeared the above within named:

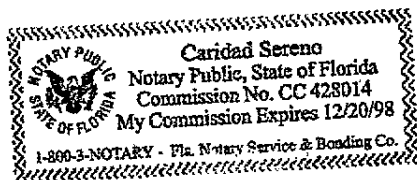
MIGUEL P. LETOURNEAUT

to me known to be the person who executed the foregoing Articles of Incorporation of PROFESSIONAL SURGICAL ASSISTANTS, INC. and MIGUEL P. LETOURNEAUT as Registered Agent of said Corporation, and he acknowledged before me, according to Law, that he made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and seal at Miami, Dade County, Florida, this 2nd day of December, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



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

In compliance with section 48.091, Florida Statute, the following is submitted:

That PROFESSIONAL SURGICAL ASSISTANTS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at Miami Beach, State of Florida, has named MIGUEL P. LETOURNEAUT, 7770 Hawthorne Avenue, Miami Beach, Florida 33141, as its agent to accept service of process within Florida.

  
MIGUEL P. LETOURNEAUT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the property and complete performance of my duties.

  
MIGUEL P. LETOURNEAUT  
Registered Agent


FILED  
98 DEC -7 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated this 2nd day of December, 1998 in Miami, Dade County, Florida.

County of Dade )  
State of Florida ) SS

I hereby certify that on this 2nd day of December, 1998, before me a notary public authorized in the State of Florida to take acknowledgments personally appeared MIGUEL P. LETOURNEAUT to me known to be the person described as director in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, and that the facts therein are truly set forth.

Witnesseth my hand and official seal at Miami, Dade County, Florida the year and day aforesaid.

  
Notary Public- State of Florida at Large

My commission expires:

