

P99000008966

BERNARD F. SUPERSTEIN
ATTORNEY AT LAW
1108 KANE CONCOURSE, SUITE 309 A
BAY HARBOR ISLANDS, FLORIDA 33154

TELEPHONE ~~(305) 868-8658~~ (305) 534-1109
FAX (305) ~~866-8576~~

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

January 20, 1999

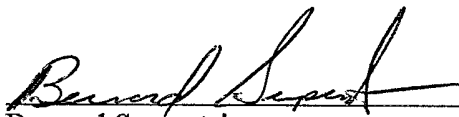
500002753215--4
-01/25/99--01070--020
*****87.50 *****87.50

Re: Articles of Incorporation of San Jorge, Mas, Freundlich, Labbie, Chacon, Mavunda, Tejidor, Javech, Kronberg, Cantor, Prats, Thompson, Daghistani, Tavarez and Medina, P.A.

Dear Sir/Madam,

Enclosed please find the original and one copy of the articles of incorporation for the above named proposed Florida professional service corporation. Also enclosed is a check in the amount of \$87.50, representing the fees for filing, a certified copy and a certificate of status. Thank you for your assistance.

Sincerely,


Bernard Superstein

Dmc
1-28-99

99 JAN 25 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

**San Jorge, Mas, Freundlich, Labbie, Chacon, Mavunda, Tejidor, Javech,
Kronberg, Cantor, Prats, Thompson, Daghistani, Tavarez and Medina, P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice medicine under the laws of the state of Florida, adopt these articles to form a corporation under the Professional Service Corporation and Limited Liability Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is:

**San Jorge, Mas, Freundlich, Labbie, Chacon,
Mavunda, Tejidor, Javech, Kronberg, Cantor, Prats,
Thompson, Daghistani, Tavarez and Medina, P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 25 AM 9:20

FILED

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is:

**8940 N. Kendall Drive, Suite 905-E
Miami, FL 33176-2197**

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The maximum number of shares this professional service corporation is authorized to issue is 500 (five hundred), all of which shall be Common Shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice medicine in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is : 8940 N. Kendall Drive, Suite 905-E, Miami, FL 33176-2197. The name of the initial registered agent at that address is: Dr. Francisco A. Medina.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of 15 (fifteen) members. The names of the first board of directors are:

- | | |
|---------------------------|-------------------------------|
| 1. Dr. Antonio San Jorge | 11. Dr. Antonio Prats |
| 2. Dr. Madeleen Mas | 12. Dr. William R. Thompson |
| 3. Dr. Michael Freundlich | 13. Dr. Doured Daghistani |
| 4. Dr. Andrew Labbie | 14. Dr. Ligio Antonio Tavarez |
| 5. Dr. Arcenio Chacon | 15. Dr. Francisco A. Medina |
| 6. Dr. Kunjana Mavunda | |
| 7. Dr. Leon E. Tejidor | |
| 8. Dr. Nestor J. Javech | |
| 9. Dr. Frank Kronberg | |
| 10. Dr. Amy Cantor | |

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator is:

Francisco A. Medina, M.D.
8940 N. Kendall Drive, Suite 905-E
Miami, FL 33176-2197

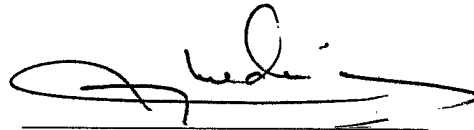
ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice medicine in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

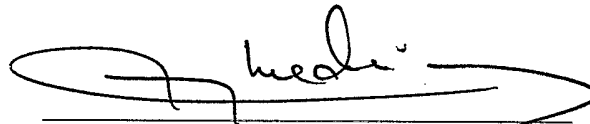
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of January, 1999.


Francisco A. Medina, M.D.


ACCEPTANCE OF REGISTERED AGENT

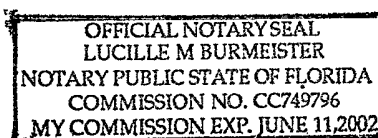
Having been named to accept service of process for San Jorge, Mas, Freundlich, Labbie, Chacon, Mavunda, Tejidor, Javech, Kronberg, Cantor, Prats, Thompson, Daghistani, Tavarez and Medina, P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3)


Francisco A. Medina, M.D.
Jan 13, 99
Date

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me appeared Francisco A. Medina, M.D., personally known to me produced his Florida Driver's License, no. _____ who executed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that he executed the instruments for the purposes expressed.


Notary Public, State of Florida
My commission expires:



FILED
99 JAN 25 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA