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"ACCURATE" FILING & SEARCH SERVICES, INC.



Donna Parker, Owner

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Tallahassee, Florida 32311

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(904) 671-1741

OFFICE USE ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB -5 AM 8:56

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Jose M. Torres and Associates, M.D.P.A.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 3:30
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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*****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other <u>P.A.</u>

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
99 FEB -5 PM 2:16
T. SMITH FEB 08 1999

Examiner's Initials

ARTICLES OF INCORPORATION

OF

**JOSE M. TORRES and ASSOCIATES, M.D., P.A.,
a Florida Professional Association**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a physician duly licensed to render professional medical service in the State of Florida, desire to form a professional corporation under the laws of the State of Florida pursuant to the provisions of Chapters 607, and 621, of the Florida Statutes.

Article I - Corporate Name

The name of this corporation shall be JOSE M. TORRES and ASSOCIATES, M.D., P.A., a Florida Professional Association.

Article II - Nature of Business

The general nature of the business to be transacted by this corporation is: To engage in every phase and aspect of the business of rendering to the public the same professional services that a physician duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through the corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice in such state.

To engage in or transact any or all activity of business permitted under the laws of the United States and of the State of Florida.

To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Incorporation and any amendment thereto, or in the furtherance thereof or necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objectives or the furtherance of such purposes or objectives for which this corporation is formed, and to have all of the powers conferred upon this corporation by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act.

The objects and purposes specified in the foregoing clauses of this Article, unless expressly limited, shall not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation; shall be regarded as independent objects and purposes; and shall be construed as powers as well as objects and purposes, all as permitted by law.

Article III - Capital Stock

The authorized capital stock of this corporation shall consist of 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice medicine in the State of Florida. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

Article IV - Term of Existence

This corporation shall exist perpetually unless dissolved according to law.

Article V - Address of Principal Address

The street address of the principal office of this corporation in the State of Florida shall be c/o Rollnick & Linden, P.A., 133 Sevilla, Coral Gables, Florida. The Board of Directors may from time to time move the principal office to any other address in the State of Florida and may establish branch and other offices within the State of Florida.

Article VI - Number of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one.

Article VII - First Board of Directors

The name and street address of the member of the first Board of Directors who shall hold office until his successor is elected or appointed is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jose M. Torres, M.D.	16440 N. W. 12 th Street Pembroke Pines, Florida 33028

Article VIII - Subscribers

The name and street address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jose M. Torres, M.D.	16440 N. W. 12 th Street Pembroke Pines, Florida 33028

Article IX - Removal of Directors

Any director of this corporation may be removed at any annual or special meeting of the stockholders, with or without cause, by the same vote as that required to elect a director.

Article X - Restraint on Alienation of Shares

The shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the corporation and the corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or between the shareholders and the corporation provided that any such contract is filed with the Board of Directors of the corporation. The form, terms and conditions of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this corporation, but such restrictions shall not affect the rights of third parties without actual notice thereof unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock. No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation.

Article XI - Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes, objects and powers hereinabove stated, the corporation shall have all the following additional powers:

The corporation shall have the power to enter into, or become a partner in, any arrangement for the sharing of profits, union of interests, or cooperation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

The corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type of stock of this corporation, and no shareholder shall have any pre-emptive right to subscribe to any such stock. This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, hypothecate or otherwise dispose of his shares, in accordance with the Bylaws adopted by the shareholders of this corporation, or any agreement among said shareholders filed with the corporation, setting forth the terms and conditions of such purchase, provided, however, that the capital of this corporation is not thereby impaired.

The corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the Bylaws adopted by the shareholder of

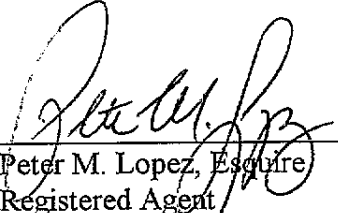
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act.

FIRST--That JOSE M. TORRES and ASSOCIATES, M.D., P.A., desiring to organize under
the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation,
at c/o Rollnick & Linden, P.A., 133 Sevilla, City of Coral Gables, County of Miami-Dade, State of
Florida, has named Peter M. Lopez, Esquire, as Registered Agent, who may be served at the
registered office located at c/o Rollnick & Linden, P.A., 133 Sevilla, City of Coral Gables, State of
Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT (MUST BE SIGNED BY DESIGNATED AGENT):

Having been named to accept service of process for the above stated Corporation, at place
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


Peter M. Lopez, Esquire
Registered Agent
c/o Rollnick & Linden, P.A.
133 Sevilla
Coral Gables, Florida 33134

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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