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SANDRA P. GREENBLATT, P.A.
EMERALD LAKE CORPORATE PARK
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SANDRA P. GREENBLATT
BOARD CERTIFIED HEALTH LAW ATTORNEY

February 4, 1999

VIA FEDERAL EXPRESS
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

FILED
99 FEB -5 PM 1:4
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for Jose E. Mendez, D. O., P.A.

Dear Sir or Madam:

400002786074--1
-02/05/99-01080-008
*****78.75 *****78.75

Enclosed are the original and one copy of the Articles of Incorporation and the original and one copy of the Designation and Acceptance of Registered Agent for Jose E. Mendez, D.O., P.A. Enclosed, as well, is our \$78.75 check for the following:

Certified Copy	\$ 8.75
Registered Agent Designation	35.00
Filing Fees	<u>35.00</u>
TOTAL	\$ 78.75

Upon your receipt and filing of the documents, please send me, at the address stated above on our letterhead, a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,

Sandra Greenblatt
Sandra P. Greenblatt

Enclosures

ajc
2/9

ARTICLES OF INCORPORATION
of
JOSE E. MENDEZ, D.O., P.A.

The undersigned person, acting as incorporator of a professional corporation organized under Chapter 621 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this professional corporation is Jose E. Mendez, D.O., P.A..

ARTICLE II

The principal location of the corporation is 2261 N. University Drive, Suite 204, Pembroke Pines, FL 33024.

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 10,000 shares with a par value of \$0.01 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Sandra P. Greenblatt, Esq.
Sandra P. Greenblatt, P.A.
3109 Stirling Road
Suite 101
Fort Lauderdale, FL 33312

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in the practice of osteopathic medicine and any additional lawful activity permitted by the laws of this state.

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**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Jose E. Mendez, D.O.
11037 Long Boat Drive
Cooper City, FL 33026

Katherine M. Mendez
11037 Long Boat Drive
Cooper City, FL 33026

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

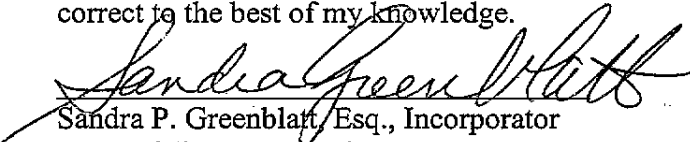
**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

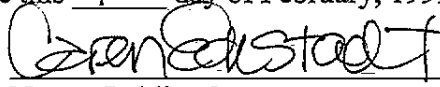
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


Sandra P. Greenblatt, Esq., Incorporator
3109 Stirling Road, Suite 101
Fort Lauderdale, FL 33312
(954)967-0440

State of Florida, County of Broward, ss:

Subscribed and sworn to (or affirmed) before me this 4th day of February, 1999.

personally known


Notary Public **CAREN ECKSTADT**

**CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT / REGISTERED OFFICE**

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB -5 PM 1:41

FILED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

JOSE E. MENDEZ, D.O., P.A., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED IN PEMBROKE PINES, FLORIDA, HAS
NAMED SANDRA P. GREENBLATT, P.A., LOCATED AT 3109 STIRLING
ROAD, SUITE 101, FORT LAUDERDALE, FL 33312, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS.

SIGNATURE:



TITLE:

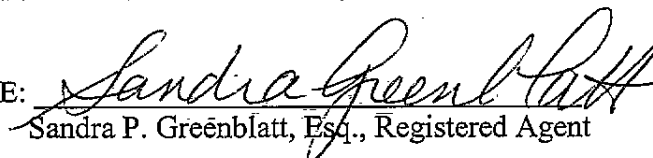
Sandra P. Greenblatt, Esq., Incorporator

DATE:

February 4, 1999

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 AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:


Sandra P. Greenblatt, Esq., Registered Agent

DATE:

February 4, 1999