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CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Rosa M. Marin, MD, PA.

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*****35.00 *****35.00

Art of Inc. File Name
LTD Partnership File Change
Foreign Corp. File Amend
L.C. File
Fictitious Name File
Trade/Service Mark
Merger File
✓ Art. of Amend. File
RA Resignation
Dissolution / Withdrawal
Annual Report / Reinstatement
Cert. Copy
✓ Photo Copy
Certificate of Good Standing
Certificate of Status
Certificate of Fictitious Name
Corp Record Search
Officer Search
Fictitious Search
Fictitious Owner Search
Vehicle Search
Driving Record DOC
UCC 1 or 3 File 5/26/99
UCC 11 Search
UCC 11 Retrieval
Courier

RECEIVED
99 MAY 26 AM 10:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 MAY 26 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature

Requested by:
LS 5/26/99 9:07
Name Date Time

Walk-In Will Pick Up

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION

The undersigned officer of the corporation described herein hereby submits the following amendment to the corporation's Articles of Incorporation to the Florida Department of State.

1. The date of incorporation of the corporation: March 26, 1999.

2. The name of the corporation before amendment: ROSA M. MARIN, MD., PA.

3. The name of the corporation after amendment: JORGE L. MACIA, MD and ROSA M. MARIN, MD, PA.

4. The text of the amendment as adopted: The name of the corporation shall be changed to JORGE L. MACIA, MD and ROSA M. MARIN, MD, PA.

5. The date of the adoption of the amendment: MAY 12, 1999.

6. The amendment was adopted by the incorporator.

7. This amendment shall be effective upon filing.

The manner of the adoption of the Articles of Amendment and the method by which it was adopted constitute full legal compliance with the provisions of applicable law, the corporation's Articles of Incorporation, and the corporation's by-laws.

I hereby verify subject to the penalties of perjury that the statements contained herein are true and correct this 14 day of May, 1999.

Rosa M. Marin MD, PA
ROSA M. MARIN, MD, PA.
Incorporator

ARTICLES OF INCORPORATION
-of-

JORGE L. MACIA,MD and ROSA M. MARIN,MD,PA.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is **JORGE L. MACIA, MD and ROSA M. MARIN, MD,PA.** and the address is:115 SE 4th Street, Boynton Beach, Fl. 33435.

ARTICLE II. DURATION-CORPORATE EXISTENCE

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The sole and specific purposes for which the corporation is organized are:

A. to engage in the rendering of professional service as Physicians.

B. to transact any other lawful business for which corporations may be incorporated under the Florida Professional Service Corporation Act;

C. to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000,000. Such shares shall be of a single class and have a par value of One Dollar ($1.00) per share.

ARTICLE V. JOINT REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

115 SE 4th Street
Boynton Beach, Fl. 33435

and the name of its initial registered agent at such address is:

ROSA M. MARIN

ARTICLE VI.
INITIAL OFFICERS AND DIRECTORS

The number of directors of the corporation shall not be less than ONE, and the number of directors constituting the initial Board of Directors of the corporation is one. The names and addresses of the people who are to serve as the initial Board of Directors and the initial officers of the corporation are:

NAME	ADDRESS	TITLE
JORGE L. MACIA	115 SE 4^{th} Street Boynton Beach, Fl. 33435	President
ROSA M. MARIN	115 SE 4^{th} Street Boynton Beach, Fl. 33435	Secretary Treasurer

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of the corporation is:

NAME	ADDRESS
ROSA M. MARIN	115 SE 4^{th} Street Boynton Beach, Fl. 33435

ARTICLE VIII. CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors multiplied by the number of his shares equal, or distribute them on the same principal among as many candidates as he shall see fit.

ARTICLE IX. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase his prorata share of any future issue of the unissued or treasury shares of the corporation and any securities of the corporation, convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE X. CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the shares of the corporation shall be required to amend these Articles of Incorporation, or to merge or consolidate the corporation with or into any other corporation, or to sell, lease, or convey all or substantially all of the assets of the corporation, or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLE XI. SHAREHOLDERS AGREEMENTS

Subject to the restrictions of the Florida Professional Service Corporation Act and notwithstanding any provision of these Articles to the contrary the shareholders of the corporation and the corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of the corporation. The provisions of said agreement may include, but shall not be limited to, the following:

A. the voting of shares in the corporation or the procedure by which shares in the corporation are voted;

B. the limitation of corporate business or purpose to specified activities or enterprises;

C. the management of corporate business and the division of corporate profits;

D. restriction on the transfer of shares in the corporation;

E. rights of the corporation or other shareholder to purchase shares of the corporation upon:

(1) The sale or other transfer all or part of the shares of the corporation or any rights or interest therein;

(2) the retirement, death, incapacity or insolvency of a shareholder;

(3) any other agreed upon event;

the agreement may provide for the price and all terms of such purchase;

F. the merger or consolidation of the corporation with any other corporation, or the sale, lease, or conveyance of all or substantially all of the assets of the corporation or the dissolution, liquidation and winding up of its affairs. Any procedures relating to the foregoing.

Said agreement shall be in writing and shall be executed by the shareholder to be bound thereby. The corporation is hereby empowered to become a party to any such agreement and shall be bound by the provisions thereof if a party. Said agreement shall control any conflicting provisions of these articles, the bylaws of the corporation or any prior agreement.

EXECUTED by the undersigned at Boynton Beach, Florida, on the 14 day of May, 1999.

Rosa M. Marin MD
ROSA M. MARIN

STATE OF FLORIDA)
:§
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared ROSA M. MARIN, to me well known and known to me to be the person described in and who executed the foregoing Articles Of Incorporation, and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 14 day of May, 1999.

Marjorie M. Wall
Marjorie M. Wall
Notary Public, State of Fla.
Commission No.: CC 695753
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MARJORIE M. WALL
MY COMMISSION # CC 695753
EXPIRES: November 12, 2001
1-800-3-NOTARY Fla. Notary Service & Bonding Co.

I, **ROSA M. MARIN**, having been appointed registered agent of JORGE L. MACIA, MD and ROSA M. MARIN, MD, PA. do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: May 14, 1999

Rosa M. Marin MD
ROSA M. MARIN