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FLORIDA PROFIT CORPORATION OR P.A.

JULIA D. OLIVEIRA-MARTINEZ, M.D., P.A.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 1999

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SUBJECT: JULIS D. OLIVEIRA-MARTINEZ, M.D., P.A.
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ARTICLES OF INCORPORATION

OF

JULIA D. OLIVEIRA-MARTINEZ, M.D., P.A.

The undersigned natural person, acting as Incorporator for the purpose of forming a Florida based for profit corporation under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be JULIA D. OLIVEIRA-MARTINEZ, M.D., P.A.

ARTICLE II - PURPOSE

The purpose for which the corporation is organized is to practice the profession of medicine and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto. The professional services involved in the corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly authorized to practice law in the State of Florida.

ARTICLE III - EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 410 NW 199th Avenue, Pembroke Pines, Florida 33029.

Kenneth Chang, Esq.
19495 Biscayne Blvd., Suite 704
Aventura, Florida 33180
(305) 935-4424

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ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. The shares of the Corporation's stock shall only be issued to physicians duly licensed and in good standing or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 19495 Biscayne Boulevard, Suite 704, Aventura, Florida 33180 and the name of the initial registered agent of this corporation at that address is Kenneth Chang.

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ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Kenneth Chang ..	19495 Biscayne Boulevard, Suite 704, Aventura, Florida 33180.

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one (1). The name and street address of the initial director of this corporation is:

<u>Name</u>	<u>Street Address</u>
Julia D. Oliveira-Martinez	410 NW 199 th Avenue Pembroke Pines, Florida 33029

ARTICLE X INITIAL OFFICERS

The name(s) and address(es) of the initial Officer(s) of this corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Office(s)</u>
Julia D. Oliveira-Martinez	410 NW 199 th Avenue Pembroke Pines, Florida 33029	President/ Secretary Treasurer

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ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XII - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this corporation.

ARTICLE XIV - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

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Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board of Directors.

ARTICLE XV - QUALIFICATION OF SHAREHOLDERS

The shares of this corporation may be issued, owned and registered in the name of any individual who is duly authorized to practice medicine in the State of Florida. In the event that a shareholder:

- (a) becomes disqualified to practice medicine in this State, or
- (b) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of this corporation to any person ineligible by law or by virtue of these Articles of Incorporation, the corporation's bylaws or shareholders agreements to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles of Incorporation, the bylaws of this corporation or shareholder agreements, or
- (c) suffers an execution to be levied upon his shares or such shares are subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such shares in some person other than the shareholder;

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then the shares of such shareholder shall immediately stand forfeited and such shares shall be immediately canceled by this corporation and the shareholder or other person in possession of such shares shall be entitled only to receive payment for the value of such shares which, in the absence of bylaw provision or written agreement among its shareholders, shall be the book value thereof as of the last day preceding the month in which any of the events enumerated above occurs. The shareholder whose shares become so forfeited and are so canceled by the corporation shall forthwith cease to be a shareholder and, except to receive payment for his shares in accordance with the foregoing and payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

ARTICLE XVI - STOCK TRANSFERS

No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly licensed to practice medicine in the State of Florida.

ARTICLE XVII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer or incorporator of this corporation against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by him or her in connection with such action,

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suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these Articles of Incorporation this 1st day of April, 1999.

Kenneth Chang
Kenneth Chang, Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kenneth Chang, personally known to me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 1st day of April, 1999.

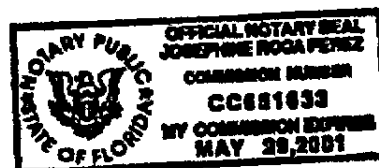
Josephine Roca Perez
Notary Public, State of Florida At Large

JOSEPHINE ROCA PEREZ
Written name of Notary

My Commission Expires:

19495 BISCAYNE Blvd #704
Address of Notary

CC 651633
Commission Number/Notary



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ACCEPTANCE AS RESIDENT AGENT

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

Julia D. Oliveira-Martinez, 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 in the City of Pembroke Pines, County of Broward, State of Florida, has named Kenneth Chang, who is located at 19495 Biscayne Boulevard, Suite 704, Aventura, Florida 33180 as its agent to accept service of process within this State.

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


 Kenneth Chang

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 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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