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**FLORIDA PROFIT CORPORATION OR P.A.****FLORIDA PULMONARY**

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ARTICLES OF INCORPORATION  
OF

FLORIDA PULMONARY & CRITICAL CARE ASSOCIATES, P.A.

The undersigned natural person acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of the Florida General Corporation Act and the Florida Professional Service Corporation Act does hereby adopt the following Articles of Incorporation:

I

The name of this corporation shall be FLORIDA PULMONARY & CRITICAL CARE ASSOCIATES, P.A.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by medical doctors (physicians).

b. To engage and render the professional services involved only through its officers, agents and employees who shall be professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$10.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property labor or services.

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c. Shares of the Corporation's stock and certificates shall be issued only to medical doctors in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

Duration

The corporation shall have perpetual existence.

V

Initial Registered Agent and Office

The street address of the initial principal office of this Corporation is 1921 S.W. 90 Avenue, Miami, FL 33165 and the name of the initial registered agent of this corporation is Martha F.A. Seoane whose address is 1921 S.W. 90 Avenue, Miami, FL 33165.

VI

Incorporator

The name and address of the Incorporator is as follows:

Sergio B. Seoane, M.D.  
7588 Warner Avenue, Richmond Heights, MO 631117-1537

VII

Board of Directors

The corporation shall have a Board of Directors consisting of at least one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Sergio B. Seoane, M.D.  
7588 Warner Avenue, Richmond Heights, MO 631117-1537

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VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his or hers continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this \_\_\_ day of March, 1999.

Sergio B. Seoane  
Sergio B. Seoane, M.D.  
Incorporator

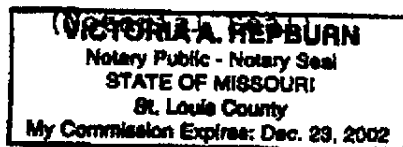
STATE OF MISSOURI )  
COUNTY OF ST. LOUIS )

BEFORE ME, personally appeared Sergio B. Seoane, M.D., who is personally known to me or who has produced as identification MD DL and who did take oath and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26<sup>th</sup> day of March, 1999.

Victoria A. Hepburn  
Name: Victoria A. Hepburn  
Notary Public,  
State Missouri

My Commission Expires: 12-23-02



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## FLORIDA PULMONARY &amp; CRITICAL CARE ASSOCIATES, P.A.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: <sup>FLORIDA</sup> PULMONARY & CRITICAL CARE ASSOCIATES, P.A.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED MARTHA F.A. SEOANE LOCATED AT 1921 S.W. 90 AVENUE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

*Sergio B. Seoane*  
Sergio B. Seoane, M.D.

TITLE INCORPORATORDATE March 1999

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

*Martha F.A. Seoane*  
Martha F.A. Seoane

DATE March 1999

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