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ST. LOUIS & MARTINEZ, P.A.

ATTORNEYS AT LAW
THE COLONNADE, SUITE 710
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P99000042755

May 5, 1999

Florida Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

BY FEDEX

EFFECTIVE DATE
5-5-99

Re: JOSE LUIS MARTINEZ, M.D., P.A.

100002865631-1
05/06/99-01087-007
****122.50 ****78.75

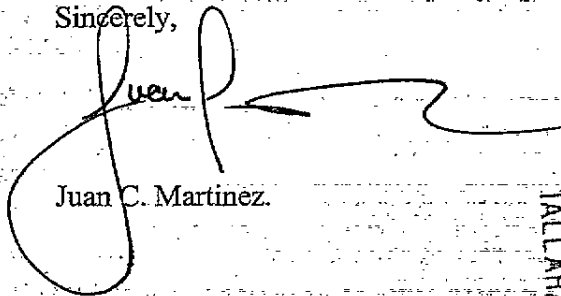
To Whom It May Concern:

Enclosed herein for filing are the Articles of Incorporation of the captioned company. I am hereby requesting a certified copy of the Articles. Also enclosed is my check no. 4309, in the amount of \$122.50, made payable to the Florida Secretary of State, to cover the fees for filing, designation of registered agent and the certified copy.

Please forward the certified copy to me in the enclosed Fedex envelope, which reflects billing to our account.

If you have any questions, please call me.

Sincerely,


Juan C. Martinez.

JCM/jlr
Enclosures

99 MAY -6 PM 1:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1)

B. BROOK MAY 11 1999

ARTICLES OF INCORPORATION

OF

JOSE LUIS MARTINEZ, M.D., P.A.

FILED
99 MAY -6 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
5-5-99

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is *JOSE LUIS MARTINEZ, M.D., P.A.* Its principal office and mailing address is 2140 West 68 Street, Suite 300, Hialeah, Florida 33016.

ARTICLE II - DURATION

The effective date of this Corporation shall be May 5, 1999, and it shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to provide medical services and to engage in any activities permitted under the laws of the United States and the State of Florida, in accordance with Chapter 621, Florida Statutes, and any successor statute or law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be The Colonnade, Suite 710, 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Juan C. Martinez, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than three. The name and address of the initial director is:

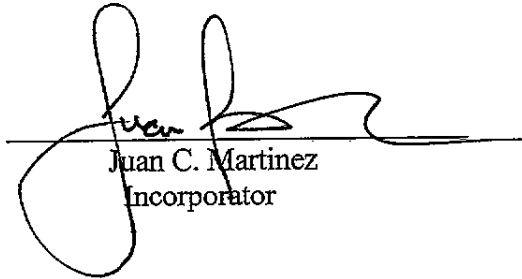
| <u>Name</u> | <u>Address</u> |
|------------------------------|--|
| Jose L. Martinez, M.D., P.A. | 2140 West 68 Street Suite 300 Hialeah, Florida 33016 |

To the fullest extent permitted by law, the Corporation shall at all times be authorized to indemnify, defend and save harmless its officers, directors, employees and other agents.

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

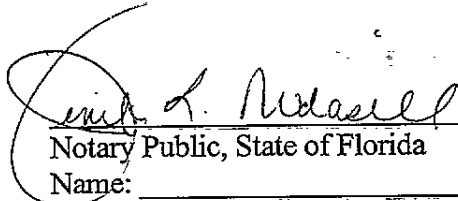
| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Juan C. Martinez | The Colonnade, Suite 710 2333 Ponce de Leon Boulevard Coral Gables, Florida 33134 |



Juan C. Martinez
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of JOSE LUIS MARTINEZ, M.D., P.A. were acknowledged before me this 5th day of May, 1999, by Juan C. Martinez, as Incorporator.



Notary Public, State of Florida
Name: _____
Commission Number: _____
My Commission Expires: _____

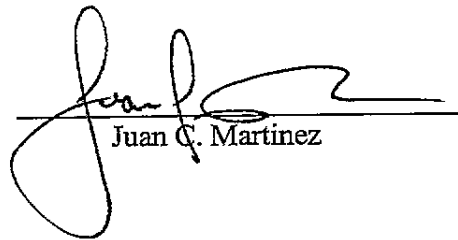
(Seal)

OFFICIAL NOTARY SEAL
JENNIFER L. RUDASILL
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC667804
MY COMMISSION EXP. JULY 29, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for *JOSE LUIS MARTINEZ, M.D., P.A.*, at the place designated in the Articles of Incorporation, Juan C. Martinez, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 5, 1999.


Juan C. Martinez

FILED
99 MAY -6 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA