

99 MAY 26 PM 1: 16

ACCOUNT NO. : 072100000032

SECRETARY OF STATE

REFERENCE: 254156 12071A

TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: May 26, 1999

ORDER TIME: 10:30 AM

ORDER NO. : 254156-005

CUSTOMER NO: 12071A

CUSTOMER: N. Richard Schopp, Esq

N. RICHARD SCHOPP, P.A. N. RICHARD SCHOPP, P.A.

881 N.e. Prima Vista Boulevard

Port St. Lucie, FL 34952

DOMESTIC FILING

NAME: J.P. ALVAREZ, M.D., P.A.

EFFECTIVE DATE:

900002887099--05/26/99--01060--012

*****78.75 *****78.75

_ ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION of
J.P. ALVAREZ, M.D., P.A.

FILED 99 MAY 26 PM 1: 16

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, associates himself with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of this corporation is: J.P. ALVAREZ, M.D., P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is: 4891 North U.S. 1, Fort Pierce, FL 34946. The name of the initial registered agent of the corporation, located at that office is J.P. ALVAREZ.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the corporation is to practice the profession of medicine, the sole and exclusive professional service to be rendered by the corporation is the practice of medicine. To do everything necessary, proper or convenient to accomplish any of the purposes set forth in these articles and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws, or by the provisions of these articles of incorporation. The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional medical services in the State of Florida.

ARTICLE V

CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares of common stock, and shall have a value of one dollar \$1.00 par value per share.

ARTICLE VI

CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than \$1000.00.

ARTICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII

INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

J.P. Alvarez, 4891 N. U.S. 1, Fort Pierce, FL 34946.

ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one, and the name and address of the initial director is:

J.P. Alvarez, 4891 N. U.S. 1, Fort Pierce, FL 34946

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the

authorized number of *directors until that number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X

BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the directors or three-fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI

DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporator of this corporation, have executed these articles of incorporation at Port St. Lugie, Florida, this 25 day of May, 1999.

NCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I hereby accept designation as Registered Agent.

EGISTERED AGENT

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared J.P. Alvarez, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Port St. Lucie in said County and State, this 25 day of 1999.

NOTARY PUBLIC, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
COMMISSION FOR OCT. 11,202