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Certified Public Accountant
Suite 106
1320 N. Semoran Blvd. ~ Orlando, FL 32807-3500
Phone: (407) 249-1717 ~ Fax: (407) 249-1717

TRANSMITTAL LETTER

July 10, 1999
Date

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*****70.00 *****70.00

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BEATRIZ SOTELO, M.D., P.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

X \$70.00
Filing Fee

_____ \$78.75
Filing Fee
& Certificate

From: A. J. AGOSTINI, C.P.A., P.A.
Name

1320 N. SEMORAN BLVD. STE. 106
Address

ORLANDO, FL 32807-3500
City, State & Zip

(407) 249-1717
Daytime Telephone number

FILED
1999 JUL 12 AM 8 33
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
BEATRIZ SOTELO, M.D., P.A.

FILED
1999 JUL 12 AM 8 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I ~ NAME:

The name of the corp. shall be:

BEATRIZ SOTELO, M.D., P.A.

ARTICLE II ~ DURATION:

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

ARTICLE III ~ PURPOSE:

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 621, Florida Statutes, as a Pediatrician

ARTICLE IV ~ INITIAL OFFICE:

The principal place of business shall be:

9029 Laurel Ridge Drive
Mount Dora, FL 32757

The mailing address shall be:

9029 Laurel Ridge Drive
Mount Dora, FL 32757

ARTICLE V ~ CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE VI ~ INITIAL REGISTERED AGENT AND ADDRESS:

The name and Florida street address of the initial registered agent is:

BEATRIZ SOTELO, M.D.
9029 LAUREL RIDGE DRIVE
MOUNT DORA, FL 32757

ARTICLES OF INCORPORATION
FOR

BEATRIZ SOTELO, M.D., P.A.
(Continued)

ARTICLE VII ~ PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII ~ INITIAL BOARD OF DIRECTORS & INCORPORATORS:

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Directors and the Incorporators signing these papers are:

<u>PRESIDENT:</u>	BEATRIZ SOTELO		- July 10, 1999
	9029 LAUREL RIDGE DRIVE		
	MOUNT DORA, FL 32757	Signature/Incorporator	Date

<u>SEC. TREAS.:</u>	ROMULO CAMOGLIANO		- July 10, 1999
	9029 LAUREL RIDGE DRIVE		
	MOUNT DORA, FL 32757	Signature/Incorporator	Date

ARTICLE IX ~ INDEMNIFICATION:

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

ARTICLE X ~ AMENDMENTS:

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

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ARTICLES OF INCORPORATION

FOR

BEATRIZ SOTELO, M.D., P.A.

(Continued)

SECRETARY
TALLAHASSEE, FLORIDA

ARTICLE XI ~ SPECIAL PROVISIONS:

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

1. The name of the corporation is: BEATRIZ SOTELO, M.D., P.A.

2. The name and address of the registered agent and office is:

BEATRIZ SOTELO, M.D.
9029 LAUREL RIDGE DRIVE
MOUNT DORA, FL 32757

SIGNATURE:

TITLE:

DATE:

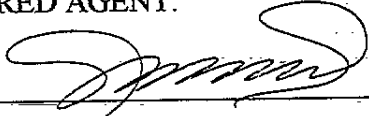

PRESIDENT

July 10, 1999

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

DATE:


July 10, 1999