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Joseph A. Murphy, III

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August 24, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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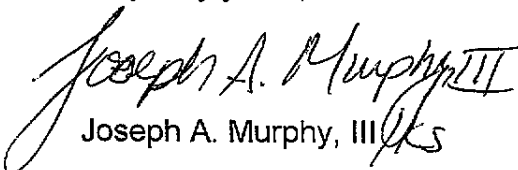
Re: Incorporation
Jorge E. Hernandez, M.D., P.A.

Dear Sir/Ms:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for Jorge E. Hernandez, M.D., P.A.. We have also enclosed the filing fee of \$87.50.

After filing please return a conformed copy to our office. Thank you in advance for your consideration in this matter.

Very truly yours,


Joseph A. Murphy, III *ks*

JAM/ks
encl.

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199 AUG 26 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 8/30/99

ARTICLES OF INCORPORATION

OF

JORGE E. HERNANDEZ, M.D., P.A.

The undersigned, acting as incorporator for the purposes of forming a medical practice providing anesthesiology services under the laws of the State of Florida, adopts the following Articles of Incorporation for such Professional Association.

ARTICLE ONE

The name of the Professional Association is **JORGE E. HERNANDEZ, M.D., P.A.**

ARTICLE TWO

The principal office of the professional association, the mailing address for the professional association, the street address of the professional association initial registered office is: _____

524 St. Lucie Crescent
#202
Stuart, FL 34994

ARTICLE THREE

The name of the registered agent at the above address is: _____

Jorge E. Hernandez, M.D.
524 St. Lucie Crescent, #202
Stuart, FL 34994

ARTICLE FOUR

The professional association is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

ARTICLE FIVE

The professional association elects to have preemptive rights, so that the shareholders of the professional association have the right to acquire proportional amounts of the association's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

ARTICLE SIX

The life of the professional association shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE SEVEN

The professional association shall be a medical practice providing anesthesiology services.

ARTICLE EIGHT

The corporation shall initially have one director which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than one. The initial director shall be:

Jorge E. Hernandez, M.D.
524 St. Lucie Crescent, #202
Stuart, FL 34994

ARTICLE NINE

The name and address of the individual who is the incorporator:

Jorge E. Hernandez, M.D.
524 St. Lucie Crescent, #202
Stuart, FL 34994

ARTICLE TEN

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Jorge E. Hernandez, M.D.
Vice-President	Jorge E. Hernandez, M.D.
Secretary	Jorge E. Hernandez, M.D.
Treasurer	Jorge E. Hernandez, M.D.

ARTICLE ELEVEN

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefor is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Jorge E. Hernandez, M.D.	524 St. Lucie Crescent, #202 Stuart, FL 34994	100	\$100.00

ARTICLE TWELVE

The By-Laws of the corporation shall be established at the first meeting of the Board of Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to an consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15 day of July, 1999.

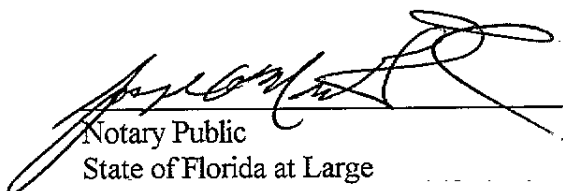


JORGE E. HERNANDEZ, M.D.

**STATE OF FLORIDA
COUNTY OF MARTIN**


BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **JORGE E. HERNANDEZ, M.D.** personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified himself by Florida Drivers License # 14655-425-65-349, he acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 15 day of July, 1999.



Notary Public
State of Florida at Large

My commission expires:

 Joseph A. Murphy III
My Commission CC762333
Expires July 26, 2002

**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That JORGE E. HERNANDEZ, 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 at City of Stuart, County of Martin, State of Florida has named JORGE E. HERNANDEZ, M.D. 524 St. Lucie Crescent, #20222 Stuart, FL 34994 being in the County of Martin, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT;

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
JORGE E. HERNANDEZ, M.D.
Registered Agent

Date: 7/15/99

FILED
99 AUG 26 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA