

FROM : SOUTHEAST MEDICAL

FAX NO. : 305 2714421

Sep. 21 1999 03:48PM P1

Division of Corporations

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Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE
11-1-99

From: Account Name : LORN LEITMAN, C.P.A.
Account Number : I19980000088
Phone : (305) 279-8943
Fax Number : (305) 271-4421

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Keys Internal Medicine Physicians, Inc.

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FROM : SOUTHEAST MEDICAL

FAX NO. : 305 2714421

Sep. 21 1999 03:49PM P2

EFFECTIVE DATE
11-1-99

ARTICLES OF INCORPORATION
OF
KEYS INTERNAL MEDICINE PHYSICIANS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is KEYS INTERNAL MEDICINE PHYSICIANS, INC.

ARTICLE II

The term of the existence of the corporation is perpetual. The inception date of the corporation and the day it began operations is NOVEMBER 1, 1999.

ARTICLE III

The general purposes for which the corporation is to provide professional medical services to those in need of medical care.

ARTICLE IV

The aggregate number of shares of stock which the corporation is authorized to issue is One Hundred (100).

ARTICLE V

The street address of the initial registered office and the principal place of business of the corporation is 7700 North Kendall Drive, Suite 405, Miami, FL 33156, and the name of the agent at such address is : Lorn Leitman.

- 1 -

Lorn Leitman, Esquire
Bar Number: 562238

7700 North Kendall Drive, Suite 405, Miami, FL 33156
(305) 279-8943 fax (305) 271-4421

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is ONE (1). The name and address of the person/persons who is/are to serve as initial board are:

Name

Address

Lorn Leitman (P)

8120 SW 86 Terrace
Miami, FL 33156

ARTICLE VII

The name and address of the person signing these articles of incorporation is:

Name

Address

Lorn Leitman (P)

8120 SW 86 Terrace
Miami, FL 33156

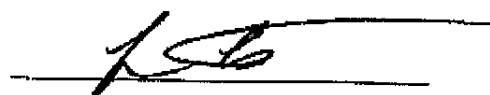
Executed by the undersigned at Miami, Dade County, Florida on this 21ST
day of Sept, 19 99.



Lorn Leitman

ACCEPTANCE BY REGISTERED AGENT:

Having been name to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.



STATE OF FLORIDA)

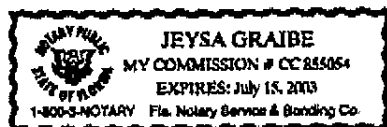
COUNTY OF DADE) : SS :

Before me, the undersigned authority, personally appeared Lorn Leitman to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21ST
day of SEPT. 19 99


Notary Public, State of Florida, at Large

My Commission Expires:



FROM : SOUTHEAST MEDICAL

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**CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in
compliance with said Act:

First - That KEYS INTERNAL MEDICINE PHYSICIANS, INC. 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 Miami-Dade.

County of Miami-Dade, State of Florida

has named Lorn Leitman
(Name of Registered Agent)

located at 7700 North Kendall Drive, Suite 405

City of Miami, County of Miami-Dade

State of Florida, as its agent to accept service of process within this state.


ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lorn Leitman, Esquire

Bar Number: 562238

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