

MARK J. ALBRECHTA

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September 30, 1999

P99000088394

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

RE: Proposed Incorporation of Viera Medical Clinic, P.A.
My Office No.: 99-053

Gentleperson:

I have enclosed the original and one(1) copy of the Articles of Incorporation for the above-named proposed Florida Corporation. I have also enclosed my firm's check in the amount of \$70.00 representing payment of the following:

Filing Fees	\$35.00
Registered Agent Designation Fee	\$35.00

100003004561--0
-10/04/99--01114--007
*****70.00 *****70.00

Please file the enclosed Articles and return an uncertified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

Mark J. Albrechta

MARK J. ALBRECHTA
Attorney-at-law

MJA/pra

Enclosure: Article of Incorporation
Check # 1167

cc: Client

L-DIVCO.001



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99 OCT -4 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 10/6/99

ARTICLES OF INCORPORATION

OF

VIERA MEDICAL CLINIC, P.A.

The undersigned acting as incorporator of a professional service corporation for profit under the Florida Law, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of the Corporation is VIERA MEDICAL CLINIC, P.A. The principal place of business is 4011 W. Cleveland Street, Tampa, Florida; the mailing address shall be: P.O. Box 18946, Tampa, Florida 33679-8946.

ARTICLE II. DURATION

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the Corporation is to engage in the practice of Medicine as permitted under the laws of the State of Florida.

ARTICLE IV. STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share. The shares of the Corporation are not to be divided into classes.

The Corporation is not authorized to issue shares in series.

ARTICLE V. PRE-EMPTIVE RIGHTS

Every shareholder shall, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series is that which he already holds, has the right to purchase his pro-rata share thereof (as nearly as possible without issuance of fractional shares), at a price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4011 W. Cleveland Street, Tampa, Florida 33609, and the name of the initial registered agent of this Corporation at that address is: ANGEL VIERA. This address is the same as the physical address of the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the BY-LAWS, but shall never be less than one (1).

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Articles of Incorporation of Viera Medical Clinic, P.A.

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The Board of Directors must be residents of the State of Florida and shareholders of this Corporation. The name and address of the initial Director of this Corporation is: MAGDALENA VIERA, who resides at 4011 W. Cleveland Street, Tampa, Florida 33609.

ARTICLE VIII. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is: MAGDALENA VIERA, who resides at, 4011 W. Cleveland Street, Tampa, Florida 33609.

ARTICLE IX. BY-LAWS

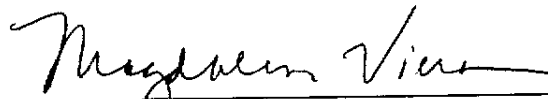
The power to adopt, alter, amend, or repeal the By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders of the Corporation.

ARTICLE X. SHAREHOLDER ACTION

Three-fourths (3/4) of the stockholders of the Corporation shall be required for any shareholder action.

The shareholders shall have the power to adopt, amend, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than three-fourths (3/4) vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of the Articles of Incorporation at Tampa, Hillsborough County, Florida, on the 30th day of September, 1999.



MAGDALENA VIERA
INCORPORATOR

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME THE UNDERSIGNED AUTHORITY, personally appeared MAGDALENA VIERA, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same of the uses and purposes therein mentioned and set forth.

Articles of Incorporation of Viera Medical Clinic, P.A.

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IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Tampa,
Hillsborough County, Florida, this 30th day of September, 1999.

NOTARY PUBLIC

Mark J Albrechts
Name:

My Commission Expires:

My Commission No. Is:



Mark J Albrechts

My Commission CC704705

Expires December 25 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA, NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT
TO SECTIONS 607.0501 AND 621.13, FLORIDA STATUTES 1997.**

Pursuant to Sections 607.0501 and 621.13, Florida Statutes, 1997, the following is submitted, in compliance with the Florida General Corporation Act:

First - That VIERA MEDICAL CLINIC, 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 the city of Tampa, County of Hillsborough, State of Florida, has named ANGEL VIERA located at 4011 W. Cleveland Street, Tampa, Florida 33609, as its registered 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 provisions of said Act relative to keeping said office open.



ANGEL VIERA
Registered Agent for
VIERA MEDICAL CLINIC, P.A.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SUBSCRIBED AND SWORN TO BEFORE ME, the undersigned authority, on this
day of September, 1999, at Tampa, Hillsborough County, Florida.

FILED
99 OCT -4 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTARY PUBLIC



Name:

My Commission Expires:

My Commission No. Is: