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FLORIDA PROFIT CORPORATION OR P.A.

GEORGE R. PIZZARRO, M.D., P.A.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 14, 1999

EMPIRE

SUBJECT: GEORGE R. PIZZARRO, M.D., P.A.
REF: W99000023745

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must state the number of shares of authorized stock.

The registered agent and street address must be consistent wherever it appears in your document.

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Becky McKnight
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ARTICLES OF INCORPORATION
OF
GEORGE R. PIZARRO, M.D., P.A.

The undersigned natural person acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of the Florida General Corporation Act and the Florida Professional Service Corporation Act does hereby adopt the following Articles of Incorporation:

I

The name of this corporation shall be GEORGE R. PIZARRO, M.D., P.A.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of medicine, and all its fields of specializations, as are engaged in by GEORGE R. PIZARRO, M.D.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be professionals in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

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e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III
Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property labor or services.

c. Shares of the Corporation's stock and certificates shall be issued only to GEORGE R. PIZARRO, M.D. in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV
Duration

The corporation shall have perpetual existence.

V
Initial Registered Agent and Office

The street address of the initial principal office of this Corporation is 747 Ponce de Leon Blvd., Suite 502, Coral Gable, Fl. 33134 and the name of the initial registered agent of this corporation is George R. Pizarro whose address is 747 Ponce de Leon Blvd., Suite 502, Coral Gables, Fl. 33134.

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VI
Incorporator

The name and address of the Incorporator is as follows:

George R. Pizarro
747 Ponce de Leon Blvd.
Suite 502
Coral Gables, Fl. 33134.

VII
Board of Directors

The corporation shall have a Board of Directors consisting of at least one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The names and addresses of the initial Director(s) of this corporation is:

George R. Pizarro
747 Ponce de Leon Blvd.
Suite 502
Coral Gables, Fl. 33134.

VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

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IX

Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

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

XII

Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the

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Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 13 day of Oct, 1999.

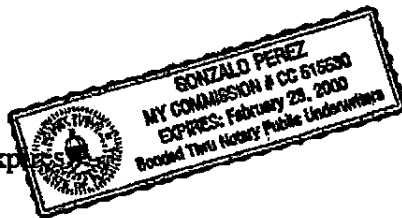
[Signature]
George R. Pizarro
Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, personally appeared George R. Pizarro, who is personally known to me or who has produced as identification PIDMBA's License and who did take oath and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal this 13 day of October, 1999.

[Signature]
Name: _____
Notary Public, State of
Florida at Large



My Commission Expires

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GEORGE R. PIZARRO, M.D., P.A.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: GEORGE R. PIZARRO, M.D., P.A.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED GEORGE R. PIZARRO, M.D., P.A. LOCATED AT 747 PONCE DE LEON BLVD., SUITE 502, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
GEORGE R. PIZARRO

TITLE INCORPORATOR

DATE 10/13/99

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HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
GEORGE R. PIZARRO

DATE 10/13/99

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