

THE LAW OFFICES OF
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P99000103278

April 5, 2002

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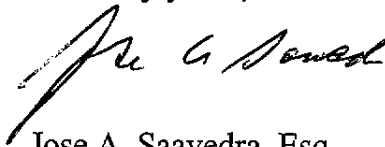
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Amendment Section

RE: Felipe Antonio Del Valle, MD Articles of Amendment

Dear Sir/Madam:

Enclosed is an original Articles of Amendment of Felipe Antonio Del Valle, M.D., P.A. as well as a copy. Also enclosed is a check for thirty-five (\$35.00) dollars payable to the Department of State. Could you please file the Articles, stamp the enclosed copy of the Articles of Amendment, and return the stamped copy to me in the postage-paid envelope I have enclosed.

Cordially yours,



Jose A. Saavedra, Esq.

JAS/ks

Enclosure

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 APR 22 PM 4:49

Amendment
04/23/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 15, 2002

JOSE A. SAAVEDRA, ESQ.
THE LAW OFFICES OF JOSE A. SAAVEDRA
1428 BRICKELL AVE., 8TH FLOOR
MIAMI, FL 33131

SUBJECT: FELIPE ANTONIO DEL VALLE, MD, P.A.
Ref. Number: P99000103278

We have received your document for FELIPE ANTONIO DEL VALLE, MD, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Yes

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

Letter Number: 302A00022326

RECEIVED
2 APR 22 PM 12:28
DIVISION OF CORPORATIONS

*Enclosed to
the revised
Amended P.A. Articles
Charges to M.D.
to M.D. must
be filed*

ARTICLES OF AMENDMENT OF FELIPE ANTONIO DEL VALLE, M.D., P.A.

To: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of the Section 607.1006 of the Florida Business Corporation Act, the undersigned professional corporation adopts the following articles of amendment for purposes of amending the articles of incorporation of the corporation:

- (1) The name of the corporation is Felipe Antonio Del Valle, M D, P.A.
- (2) The existing Articles of Incorporation of Felipe Antonio Del Valle, M D, P.A., filed with the Secretary of State on November 29, 1999, are hereby repealed in total and the Amended Articles of Incorporation attached hereto as Exhibit I are hereby adopted and effective this 20th day of March 2002.
- (3) The foregoing amendment was unanimously approved and adopted by both the corporation's Board of Directors and Shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 20th day of March 2002.

Felipe Antonio Del Valle, M D, P.A.


By: 
Felipe Antonio Del Valle, M.D.


Felipe Antonio Del Valle, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 APR 22 PM 4:49

Certificate of Felipe Antonio Del Valle, M.D., P.A.

I, Felipe Antonio Del Valle, M.D., President and Secretary of Felipe Antonio Del Valle, M D, P.A., a Florida professional corporation, (the "Corporation"), with mailing address 999 Ponce De Leon Blvd., Suite 930, Coral Gables, Fla 33134, certify and acknowledge that I am the President and Secretary of the Corporation and that I executed the foregoing Articles of Amendment as President and Secretary of the Corporation.


Felipe Antonio Del Valle, M.D.,
President and Secretary

(Corporate Seal)

**EXHIBIT I TO ARTICLES OF AMENDMENT
OF FELIPE ANTONIO DEL VALLE, MD, P.A.**

**AMENDED ARTICLES OF INCORPORATION
FELIPE ANTONIO DEL VALLE, MD, P.A.**

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to practice the profession of medicine in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following articles of incorporation for such corporation:

ARTICLE I. NAME AND MAILING ADDRESS

The name and mailing address of the corporation is Felipe Antonio Del Valle, MD, P.A., 999 Ponce De Leon Blvd., Suite 930, Coral Gables, Fla 33134.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

- (a) To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment.
- (b) To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
- (c) To do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

The purposes of this corporation shall be carried out only through officer, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional medical

services in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is one hundred thousand (100,000) shares. Such shares shall be of a single class of common stock, and shall have a par value of one cent (\$.01) per share.

ARTICLE V. CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of medicine is not less than one thousand dollars (\$1,000.00).

ARTICLE VI. REGISTERED OFFICE AND AGENT

The location and address of the corporation's registered office is 1428 Brickell Avenue, Eighth (8th) Floor, Miami, Florida 33131. The name of the registered agent of the corporation, located at such office, is Jose A. Saavedra, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Felipe Antonio Del Valle, M.D.	999 Ponce De Leon Blvd., Suite 930 Coral Gables, Fla 33134.

The initial director shall hold office until his successor is elected and qualified as provided in the bylaws. Thereafter, the term of office of each director shall be two (2) years and until the

election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial director shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than ten (10) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

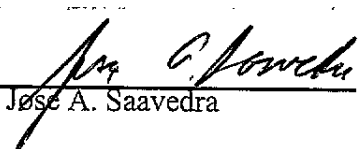
The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Felipe Antonio Del Valle, MD, P.A. at the place designated in the Articles of Incorporation, Jose A. Saavedra agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: _____

4/2/02



Jose A. Saavedra

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