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REFERENCE : 690519 113642A

AUTHORIZATION :

COST LIMIT : 9

ORDER DATE : September 25, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 690519

CUSTOMER NO: 113642A

CUSTOMER: Bruce R. Abernethy, Jr., Esq
BRUCE R. ABERNETHY, JR., P.A.

Suite 3
900 Virginia Avenue
Ft. Pierce, FL 34982

DOMESTIC FILING

NAME: PABLO GONZALEZ AND FRANCISCO
SOSA, M.D., P.A.

- ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

SAB
9/25/95

ARTICLES OF INCORPORATION

OF

PABLO GONZALEZ AND FRANCISCO SOSA, M.D., P.A.

The undersigned, each of whom is licensed or otherwise legally authorized to engage in the practice of medicine as defined and regulated by Chapter 458, Florida Statutes, hereby associate themselves for the purpose of becoming a professional corporation for profit under the provisions of Chapter 607, Florida Statutes, the "Florida General Corporation Act" and Chapter 621, Florida Statutes, the "Professional Service Corporation Act" of the State of Florida, and pursuant to the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be: PABLO GONZALEZ AND FRANCISCO SOSA, M.D., P.A.

ARTICLE II
TERM OF EXISTENCE

This corporation shall exist perpetually, or until dissolved on a vote of the shareholders as provided in these Articles of Incorporation.

ARTICLE III
PURPOSE

This corporation is organized for the following purposes:

- A. To engage in each and every aspect of the practice of medicine as defined and regulated by Chapter 458, Florida Statutes and, in connection therewith, 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 and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of professional medical services.

- C. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida law or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or legally qualified to render professional medical services in the State of Florida.

ARTICLE IV CORPORATE POWERS

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

ARTICLE V AUTHORIZED SHARES

- A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One and No/100 Dollar (\$1.00) per share.
- B. Initial Issue. Two Hundred (200) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One and No/100 Dollar (\$1.00) per share.
- C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
- D. Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.
- E. No Classes of Stock. The shares of the corporation are not to be divided into classes.

**ARTICLE VI
LIMITATIONS ON STOCK**

The stock of this corporation may be issued, owned, and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice medicine in the State of Florida, and no stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida.

**ARTICLE VII
DEATH OF STOCKHOLDER**

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the Bylaws of this corporation, or by written agreement between the corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and these Articles.

**ARTICLE VIII
MAILING ADDRESS**

The mailing address of the Corporation is: 1701 S.E. Hillmoor, Suite 18, Port St. Lucie, Florida 34952.

**ARTICLE IX
REGISTERED AGENT**

The name and address of the Initial Registered Agent for this corporation until a successor Registered Agent shall be designated in accordance with the law is: Pablo Gonzalez, M.D., 1701 S.E. Hillmoor, Suite 18, Port St. Lucie, Florida 34952.

**ARTICLE X
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members. Directors need not be residents of the State of Florida.

**ARTICLE XI
NAME AND ADDRESS OF INITIAL DIRECTORS**

The name and address of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successor shall have been elected and qualified, are as follows:

Pablo Gonzalez, M.D.

1211 S.W. Live Oak Cove
Port St. Lucie, FL 34986

Francisco Sosa, M.D.

646 S.W. Palmetto Cove
Port St. Lucie, FL 34986

**ARTICLE XII
INCORPORATORS**

The name and address of the initial incorporators are as follows:

Pablo Gonzalez, M.D.

1211 S.W. Live Oak Cove
Port St. Lucie, FL 34986

Francisco Sosa, M.D.

646 S.W. Palmetto Cove
Port St. Lucie, FL 34986

**ARTICLE XIII
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the share entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XIV
BYLAWS**

The Bylaws of the corporation shall be made, altered, or rescinded by a two thirds (2/3) majority vote of the Directors of the corporation.

**ARTICLE XV
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock current authorized and issued.


ARTICLE XVI
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) upon the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote. 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 the shareholder.


ARTICLE XVII
INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals for the purpose of forming this corporation under the law of the State of Florida, and do hereby make, subscribe, acknowledge, and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, this 22 day of September, 1995.



PABLO GONZALEZ, M.D.

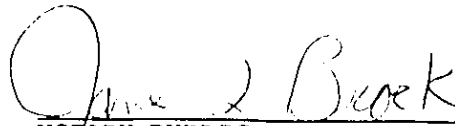


FRANCISCO SOSA, M.D.

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared PABLO GONZALEZ, M.D. and FRANCISCO SOSA, M.D., known to me or who have produced valid Drivers Licenses as identification and who did not take an oath, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this ³⁰2 day of September, 1995.



NOTARY PUBLIC, STATE OF FLORIDA - AT
LARGE.

JANE L. BROCK
PRINTED NAME OF NOTARY

NOTARY STAMP/SEAL:



JANE L. BROCK
MY COMMISSION # CC434168 EXPIRES
February 12, 1999
BOWEN THRU TROY FAIR INSURANCE, INC

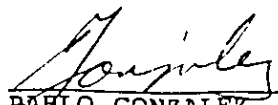
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with the provisions of Chapter 48.091, Florida Statutes, PABLO GONZALEZ, M.D. and FRANCISCO SOSA, 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 in the City of Port St. Lucie, County of St. Lucie, State of Florida, has named PABLO GONZALEZ, M.D., whose address is 1701 S.E. Hillmoor, Suite 18, Port St. Lucie, FL 34952 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: September 22 1995


PABLO GONZALEZ, M.D.