

ARTICLES OF INCORPORATION

THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MEDICINE HEALTH CARE NETWORK FACULTY GROUP PRACTICE, INC. (A Not for Profit Corporation)

ARTICLE I NAME

The name of the corporation shall be: THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MEDICINE HEALTH CARE NETWORK FACULTY GROUP PRACTICE, INC (“the Corporation”). The principal office and place of business of the Corporation shall be Florida International University, College of Medicine, (“FIUCOM”) 11200 S.W. 8th Street, HLS II 693, Miami, Florida 33199.

ARTICLE II PURPOSES, LIMITATIONS AND DISSOLUTION

Section 1. Purposes. The Corporation is organized and shall be operated exclusively for scientific and educational purposes and not for pecuniary profit; exclusively for the support and benefit of the mission of FLORIDA INTERNATIONAL UNIVERSITY (“FIU”) and its FIUCOM. The Corporation shall possess all powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida. The specific purposes for which the Corporation is organized shall include the collections, administration and distribution of funds exclusively for the support of the objectives of the FIUCOM and FIU.

Section 2. Limitations on Actions.

A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall be for the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. The Corporation shall not have the power to conduct any activities not permitted

by applicable laws, including, without limitation, the Internal Revenue Code and pertinent Treasury Regulations.

D. Persons employed by the Corporation shall not be considered employees of the State of Florida of of FIU by virtue of such employment.

E. No employee of the Corporation shall engage in the practice of medicine.

F. The Corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors or officers, and the private property of the members, directors and officers shall not be liable for the debts of the Corporation.

G. FIU's President shall retain the ability, powers and duties to: (1) monitor and control the use of FIU's resources and FIU's name by the Corporation; (2) assure that the Corporation's activities are consistent with and supportive of the mission of FIU and FIUCOM; (3) monitor compliance of the Corporation with federal and state laws and applicable rules and policies; (4) approve salary supplements and other compensation or benefits paid to FIU's faculty and staff, consistent with applicable policies; and (5) approve salaries, benefits and other compensation paid to employees of the Corporation, consistent with applicable policies.

Section 3. Dissolution. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to Florida International University Foundation, Inc., provided that it is exempt under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any subsequent revenue laws), for use only by the FIUCOM, or in the event that such organization is not in existence or the Florida International University Foundation, Inc., is not exempt under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future tax code) the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code as may be selected by the last Board of Directors of the Corporation, subject to the approval of FIU's President and such other approvals as may be required by law or rule. None of the assets of the Corporation shall be distributed to any members, officers or directors of the Corporation.

**ARTICLE III
POWERS**

The Corporation shall have all the powers and authorities as are now or may hereafter be granted to not for profit corporations under the laws of the State of Florida.

**ARTICLE IV
MEMBERSHIP**

All clinical faculty members of FIUCOM who are actively involved in the clinical practice of medicine and who are not adjunct faculty members shall be members. The membership of any member may be terminated as provided in the bylaws.

**ARTICLE V
TERM OF EXISTENCE**

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE VI
OFFICERS**

The Board of Directors shall elect officers as described in the Bylaws.

**ARTICLE VII
BOARD OF DIRECTORS**

The property, affairs and activities of the Corporation shall be vested in the Board of Directors, who shall be elected as provided in the Bylaws.


**ARTICLE VIII
AMENDMENT**

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors.

**ARTICLE IX
OFFICE AND REGISTERED AGENT**

FIU's General Counsel, whose office is located at, Florida International University, Office of the General Counsel, 11200 S.W. 8th Street, PC 511, Miami, Florida 33199, is designated as the Registered Agent to accept service of process for the Corporation within this state, and said Agent's acceptance is endorsed hereon.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 16 day of November, 2007.

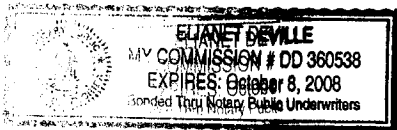


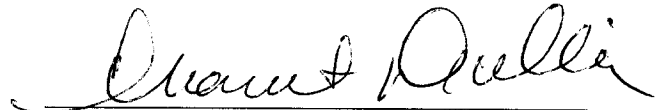
President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE


Personally appeared before me, the undersigned authority, Roberto A Mardigu to me well known and who acknowledged before me that they are parties to the above and foregoing Articles of Incorporation, and further acknowledged the said Articles of Incorporation to be their act and deed as the signer thereof and that the facts therein contained are true.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 16 day of November, 2007.





Notary Public, State of Florida
My commission expires: 10/8/2008

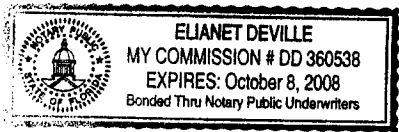


Paralegal, Office of the General Counsel

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Personally appeared before me, the undersigned authority, Cristina Mendoza to me well known and who acknowledged before me that they are parties to the above and foregoing Articles of Incorporation, and further acknowledged the said Articles of Incorporation to be their act and deed as the signer thereof and that the facts therein contained are true.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 16 day of November, 2007.



Eljanet Deville
Notary Public, State of Florida
My commission expires: 10/8/2008

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MEDICINE HEALTH CARE NETWORK FACULTY GROUP PRACTICE, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

Cristina L. Mendoza

Registered Agent