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**CERTIFICATE OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

**DADE MEDICAL GROUP INC.**

We, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Several Acts of Legislature of the State of Florida, do hereby subscribe to this certificate of incorporation.

**FIRST:** The name of the corporation shall be:

**DADE MEDICAL GROUP INC.**

and its principal place of business will be at

7171 CORAL WAY STE 519 MIAMI FLORIDA 33155

**SECOND:** The business of this corporation shall be to engage in Any Real Estate and all lawful business or businesses.

**THIRD:** The Corporation shall have one class of stock, namely common, voting and participating. Each share of stock shall be \$1.00 par value and the maximum number of shares to be issued and outstanding at any one time is 100.

All of such stock shall be issued as fully paid for and exempted from assessment. Such stock may be paid for in property, labor or services and property and labor or services may be purchased or paid for by the corporation with such stock. Likewise stock of other corporations or going businesses may be purchased by corporation in return for this corporation's stock. Such property, labor, services and stock of other corporations and going business shall be at just valuation determined by the Board of Directors. This corporation may purchase, trade, or otherwise acquire, hold or re-issue shares of its own stock.

**FOURTH:** The amount of capital with which the corporation shall begin business will not be less than FIVE HUNDRED (\$500.) DOLLARS.

**FIFTH:** The existence of the corporation shall be perpetual.

**SIXTH:** The board of directors shall consist of no fewer than one or more than seven directors.

**SEVENTH:** The common stock of this corporation shall be issued pursuant to the requirements of section 1244 of the Internal Revenue code and the regulations issued there under.

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**EIGHTH:** The names and post office address of the first officers and directors who, subject to the provisions of this certificate of incorporation, the By-laws and the laws of the state of Florida thereunto appertaining, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are as follows:

Office	Name	Post office address
PRESIDENT	JOSE M ZULUETA	7171 CORAL WAY STE 519 MIAMI FL 33155
SECRETARY	JOSE M ZULUETA	7171 CORAL WAY STE 519 MIAMI FL 33155

**NINTH:** The name and post office address of each subscriber to the Certificate of Incorporation and the number of shares of stock which each agrees to take are as follows:

Name	Post office address	# Shares
JOSE M ZULUETA	7171 CORAL WAY STE 519 MIAMI FL 33155	100

For the stock the above-named party will pay the sum of Five and no/100 (5.00) Dollars-----for each share of stock, or a total of FIVE HUNDRED and no/100 ( 500.00 ) DOLLARS.

**TENTH:** The stockholders of this corporation may divide themselves into groups for the purposes of obtaining unit control in the corporation, and when any agreement shall be binding upon the corporation, it shall be recognized by the directors and shall be observed by the officers and agents of the corporation; and particularly the stockholders are authorized to include in such agreements entered into between themselves provisions which will confer upon the individual groups the power to elect certain numbers of directors and, in particular, the stockholders may include in agreements between themselves the following as valid matters of agreement, to wit:

- (a) The manner and method in which the persons by whom directors may be elected.
- (b) Any limitations upon the transferability or assignment of the stock.
- (c) The conferring of preemptive rights of purchase upon stockholders as conditions precedent to the sale of any other stock.
- (d) The making of By-Laws and rules for holding meetings and what constitutes a quorum therefore.
- (e) Any matters related to effectuating the purposes included in any of the foregoing matters.

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STATE OF FLORIDA)

COUNTY OF MIAMI DADE)

BE IT REMEMBERED that on this day personally appeared before me the undersigned notary public in and for the State of Florida.

JOSE M ZULOETA

Partie(s) to the foregoing certificate of incorporation, known to me personally to be such, upon their oath, they acknowledged the same to be the act and deed of such signers and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at HIALEAH, FL, MIAMI DADE COUNTY, this 15 day of JANUARY, A.D., 2009

( SEAL )

NOTARY PUBLIC-STATE OF FLORIDA  
JOSE A. NUNEZ  
Commission #D0633805  
Expires MAR 16, 2011  
SCORDED THRU ATLANTIC RECORDING CO., INC

  
Jose A. Nunez, Notary public  
State of Florida

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