

P95000031619

MIAMI MEDICAL MAINTENANCE
REPAIRS INC

APRIL 4, 1995

SECRETARY OF STATE
DIVISION OF CORPORATION
409 E. GAINES ST.
TALLAHASSEE, FL

4000001460494
-04/19/95--01001--016
*****70.00 *****70.00

TO WHOM IT MAY CONCERN:

ENCLOSED PLEASE FIND TWO COPIES OF ARTICLES OF
INCORPORATION FOR MIAMI MEDICAL MAINTENANCE AND REPAIRS,
INC. AND A SELF ADDRESS STAMP ENVELOPE SO YOU COULD
RETURN ONE STAMP COPY BACK TO US.

IF YOU HAVE ANY QUESTIONS FEEL FREE TO CONTACT MR. PEREZ
AT 305-643-4242 DURING WORKING HOURS.

ENCLOSED IS A CHECK FOR \$70.00.

MIAMIMEDICAL MAINTENANCE
1800 SW 1 STREET
SUITE 322
MIAMI, FL 33135

SL

THANK YOU.

Robert Perez
ROBERT PEREZ, SEC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MIAMI MEDICAL MAINTENANCE & REPAIRS, INC.

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the state of Florida, do hereby make, subscribe, acknowledge and the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be:

MIAMI MEDICAL MAINTENANCE & REPAIRS, INC.

ARTICLE II

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III

This corporation is authorized to issue par value voting common stock as described below, and none other:

Maximum Number of Shares:	50,000
Par Value Per Share:	\$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and No/100 Dollars (\$500.00).

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**ARTICLE V
INITIAL ADDRESS**

The initial street address of the principal office of this corporation in the State of Florida shall be:

4995 N. W. 79 Avenue
Suite 106
Miami, FL 33166

The resident agent shall be:

Fernando M. Gonzalez
4995 N. W. 79 Avenue
Suite 106
Miami, FL 33166

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The Board of Directors may, from time to time, move the principal or registered office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

**ARTICLE VI
DIRECTORS**

This corporation shall have two (2) directors initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director and said director need not be a citizen of the United States of America.

**ARTICLE VII
INITIAL OFFICERS AND DIRECTORS**

The name and street address of the first officers and directors shall be as follows:

Fernando M. Gonzalez	President
4995 N. W. 79 Avenue	Director
Suite 106	
Miami, FL 33166	

Rigoberto Perez	Secretary/Director
4995 N. W. 79 Avenue	
Suite 106	
Miami, FL 33166	

The directors and officers shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

**ARTICLE VIII
SUBSCRIBER**

The name and street address of the subscribers to these Articles of Incorporation are:

Fernando M. Gonzalez
4995 N. W. 79 Avenue
Suite 106
Miami, FL 33166

Rigoberto Perez
4995 N. W. 79 Avenue
Suite 106
Miami, FL 33166

**ARTICLE IX
PREEMPTIVE RIGHTS**

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE X

A. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal any Bylaw adopted by the directors or the stockholders, and the directors may not adopt any Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

B. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone

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or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.


C. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

D. A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a stockholder, officer or director is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors, and such transaction or contract is or shall be authorized, ratified or approved either (a) by a vote of the majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested, or member of a firm so interested, or stockholder, officer or director of a corporation so interested; or (b) by the written consent, or by vote of any stockholders' meeting of the holders of record, of a majority of all outstanding shares of stock in the corporation entitled to vote; nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member, or any corporation of which he is a stockholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

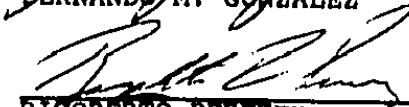
WE, THE UNDERSIGNED, being the subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make,

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subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this ___ day of March, 1995.



FERNANDO M. GONZALEZ

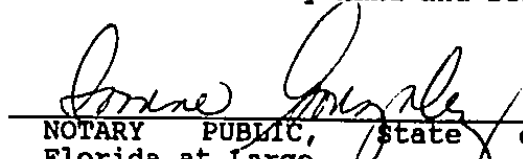


RIGOBERTO PEREZ

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

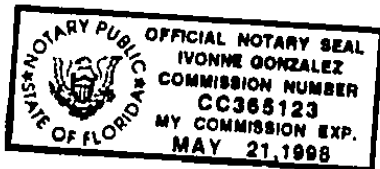
I, the undersigned Notary Public, in and for the state of Florida, do hereby certify that on this day personally appeared before me Fernando M. Gonzalez, personally known, and known to be the person who executed the foregoing Articles of Incorporation of MIAMI MEDICAL MAINTENANCE & REPAIRS, INC. and acknowledged that he executed the same for the uses and purposes therein stated; and an oath of said person was not taken as to the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of March, 1995.



NOTARY PUBLIC, State of
Florida at Large

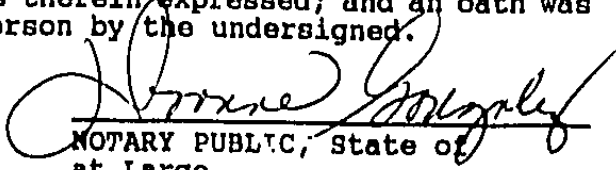
My commission expires:



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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE

BEFORE ME, the undersigned notary public duly authorized to take acknowledgements, personally appeared on this 31 day of March, 1995, RIGOBERTO PEREZ, personally to me known to be the individual described herein, who executed the foregoing Articles of Incorporation of MIAMI MEDICAL MAINTENANCE & REPAIRS, INC. and he acknowledged before me that the foregoing was executed freely and voluntarily and for the purposes therein expressed; and an oath was not taken of the above-named person by the undersigned.

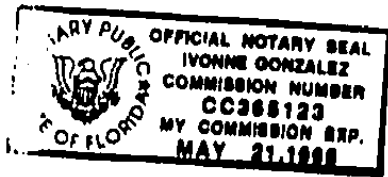


NOTARY PUBLIC, State of
at Large

Florida

Print Name: IVONNE GONZALEZ

My Commission Expires:




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TALLAHASSEE, FLORIDA

**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:

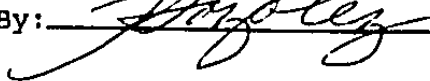
FIRST, MIAMI MEDICAL MAINTENANCE & REPAIRS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Fernando M. Gonzalez, located at 4995 N. W. 79 Avenue, Suite 106, Miami, FL 33166, as its agent to accept service of process within Florida.

MIAMI MEDICAL MAINTENANCE &
REPAIRS, INC.

By: 
Fernando M. Gonzalez
Date: March 31, 1995

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Fernando M. Gonzalez

By: 
Date: March 31, 1995

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