

Charter Number Only
P95000032135

4/24/95 Karla.

Blass & FRANKel
Requestor's Name
1 S.E. 3 Ave #1400
Address
MIAMI FL 33131
City State ZIP Phone
377-9353

000001463670
-04/25/95--01015--016
****122.50 ****122.50

VALIDATION ONLY

CORPORATION(S) NAME EFFECTIVE DATE
4-24-95

FILED
APR 25 1995
FBI

The MERKCARE GROUP, INC.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out | |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

H. SIMS APR 25 1995

 **EMPIRE** Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

The MerkCare Group, Inc.

ARTICLE I.

The name of this Corporation is:

The MerkCare Group, Inc.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.
SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders

FILED
APR 25 1995
CLERK OF COURT
JACKSONVILLE, FLORIDA

of the outstanding Common Shares.

ARTICLE VI.
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the initial registered office of this Corporation is: 1400-A, SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION**, and the principal place of business is 1400-A SunBank International Center, One Southeast Third Avenue, Miami, Florida 33131.

ARTICLE VIII.

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

SUZETTE PEREZ-CERNUDA
7801 Coral Way, Suite 102
Miami, Florida 33155

ARTICLE IX.

The name and address of the person or entity signing these Articles of Incorporation is:

SUZETTE PEREZ-CERNUDA
7801 Coral Way, Suite 102
Miami, Florida 33155

ARTICLE X.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions

contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of April, 1995.

Suzette Perez

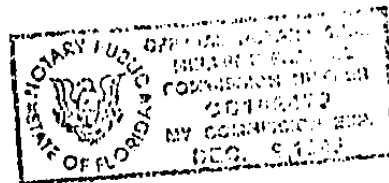
SUZETTE PEREZ-CERNUDA

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared **SUZETTE PEREZ-CERNUDA**, who ☒ is personally known to me, or ☐ produced as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

WITNESS my hand and official seal, this 24th day of April, 1995, in the County and State aforesaid.

Melvin C. Evans
PRINT NAME: MELVIN C. EVANS
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 12-9-95
Commission No: CC-162472



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

FILED
APR 25 1995
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
STATE OF FLORIDA

IN PURSUANCE OF CHAPTER 807.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT **The MerkCare Group, Inc.**, DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 1400 SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, HAS NAMED COPROLITE CORPORATION, LOCATED AT 1400-A SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**The MerkCare Group, Inc.,
a Florida corporation**

BY: Suzette Perez-Cernuda
SUZETTE PEREZ-CERNUDA, ORGANIZER

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

**COPROLITE CORPORATION,
a Florida corporation**

By: Melvin F. Frankel
MELVIN F. FRANKEL, President

Dated: April 24th, 1995

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared **MELVIN F. FRANKEL**, President of **COPROLITE CORPORATION**, a Florida corporation, who ☒ is personally known to me, or ☐ produced N/A as identification, acknowledging to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

WITNESS my hand and official seal, this 24th day of April, 1995, in the County and State aforesaid.

Carla C. Jackson
PRINT NAME: CARLA C. JACKSON
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: 9-27-97
Commission No: CC 312970

OFFICIAL NOTARY SEAL
CARLA C JACKSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC312970
MY COMMISSION EXP. SEPT 27, 1997