

P98000078141

Please return documents to:
Eusebio Tarradell

*Public Accountant
Accounting - Tax Services
Notary Public*
Member of N.S.P.A., F.A.A.

4840 N.W. 184 Terrace
Miami, Florida 33055

(Over)
Phone: (305) 620-7061
Fax: (305) 625-7905

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****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 SEP - 4 AM 10:56

R. Purinton SEP 10 1998

Examiner's Initials	
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP -4 AM 10:56

ARTICLES OF INCORPORATION

of

SOUTHMED HEALTH CORP.

We, the undersigned, subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves to form a Corporation under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation, is: SOUTHMED HEALTH CORP.

ARTICLE II

NATURE OF BUSINESS:

The general nature of the business and the objects and purposes to be transacted and carried on, are: HEALTHCARE MANAGEMENT SERVICES. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation, or to enhance the value of its properties.

And further, to borrow or raise money for any purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any of the property corporeal or incorporeal, rights of franchise of this company now owned or hereinafter acquired, and to create, issue draw and accept and negotiate bonds and mortgages, bills of exchange, promisory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock, that, this Corporation is authorized to have outstanding at any one time, is: 50 Shares at \$ 10.00 par value.

ARTICLE IV
AMOUNT OF CAPITAL

The amount of capital with which this Corporation will begin business is not less than \$ 500.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida, is:

10710 SW 14 Ct
Davie
Fl., 33324

The Board of Directors may from time to time move the principal office at any other address in the State of Florida, and establish branches and subsidiaries in any place within the State of Florida.

ARTICLE VII
DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time, by the Laws adopted by the stockholders, but, shall never be less than two.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and post office addresses of the members of the First Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation laws of the State of Florida, shall hold office for the First Year of the corporation's existence or until their successors are elected and have qualified, are:

President:

CARLOS PEREZ
10710 SW 14 Ct
Davie, Fl 33324

Secretary-Treasurer:

ANTONIO H WONG
6523 Champlain Terr
Davie, Fl 33331

ARTICLE IX
SUBSCRIBERS.

The name and post office addresses of each subscriber of these Articles of Incorporation, and the number of shares of stock each agree to take, are:

CARLOS PEREZ.....50%.....25 Shares
10710 SW 14 Ct
Davie, Fl 33324

ANTONIO H WONG.....50%.....25 Shares
6523 Champlain Terr
Davie, Fl 33331

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by fifty one percent of the stock entitled to vote thereon.

We, the undersigned being each and all of the original subscribers to the capital stock herein named above for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, acknowledge, and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares of stock, herein above set forth as to each of us, and accordingly have hereunto set our hands and seals this twenty seventh day of August of nineteen hundred ninety eight. - - - - -

Carlos Perez

Carlos Perez

Antonio H Wong

Antonio H Wong.

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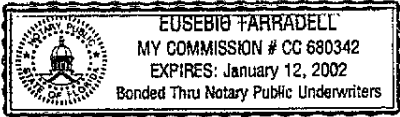
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

I HEREBY CERTIFY, that on this day, before me, a Notary Public, duly authorized to administer oaths and take acknowledgement; personally appeared Mr. CARLOS PEREZ and Mr. ANTONIO H WONG, to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me, that they subscribed to those Articles.

WITNESS my hand AND OFFICIAL SEAL, IN THE County and State named above, this 27 of August of 1998

Eusebio F. Tarradell

Notary Public



EUSEBIO F. TARRADELL
4840 NW 184 Terrace
Miami, FL 33055
P.O. Box 170127
Hialeah, FL 33017-0127

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

In Pursuance of Chapter 48/091 Florida Statutes, the following is submitted in compliance with said Act:

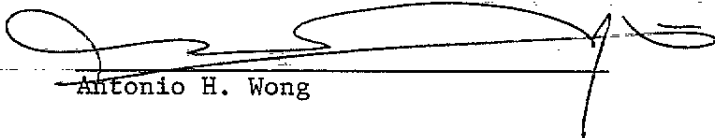
That SOUTHMED HEALTH CORP., desiring to organize a Corporation under the Laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of Davie, County of Broward, State of Florida, has named:

Mr. Antonio H. Wong
 6523 Champlain Terr
 Davie, Fl 33331

as its agent to accept services of process within this State.



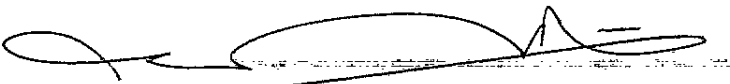
 Carlos Perez



 Antonio H. Wong

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Having been named to accept services of process for the above sxtted Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



 Antonio H. Wong
 Registered Agent.

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