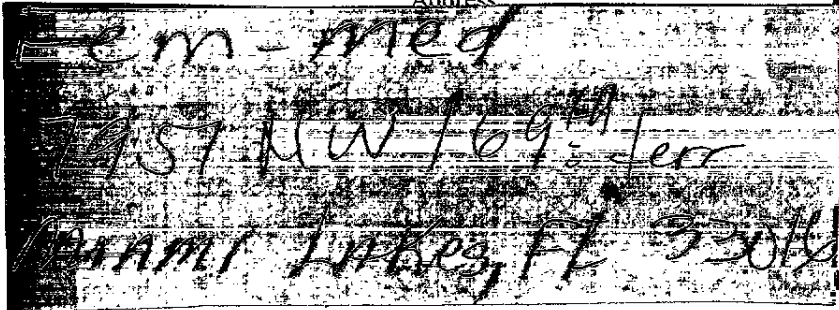


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Requester's Name

Address



Office Use Only

NUMBER(S), (if known):

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 21 PM 3:32

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

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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L. Burch AUG 21 2000

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
FEM-MED, INC.**

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TALLAHASSEE, FLORIDA

- ONE: The name and address of this principal corporation is 1190 NW 95th Street, Suite 205, Miami, Florida 33150, in Dade County. The corporation is organized pursuant to the Florida Non-profit Corporation Code.
- TWO: This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Non-profit Public Benefit Corporation Law for, charitable and educational purposes to aid poor and disadvantaged individuals and families towards a life of self-sufficiency. The programs will consist of, but shall not be limited to: **medical treatment and referrals, medical assessments and check-ups, job training, job placement, land acquisition, housing, employment, literacy, counseling, temporary shelter, teenage pregnancy, substance abuse awareness and prevention, tutoring, AIDS, care for terminally ill children, assistance to families and other programs to aid those in need.**
- THREE: The duration of this corporation shall be perpetual, will offer no stocks and shall have no members.
- FOUR: The address of the Registered Office is 1190 NW 95th Street, Suite 205, Miami, Florida 33150, and the name of the Registered Agent of the corporation shall be Mark R. Spence, M.D.
- FIVE:
- (A) This corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
 - (B) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (1) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

SIX: The Directors are elected in accordance with the Bylaws. The name and address of the persons appointed to act as the initial Directors of this corporation are:

NAME	ADDRESS
Mark R. Spence, M.D. President	7951 NW 169 th Terrace Miami Lakes, FL 33016
Robelto A. Osborne, M.D., J.D. Vice President	8955 SW 87 th Ct, Ste 104 Miami, FL 33176
Luisa Civile Treasurer	6630 W 24 th Ct, Bldg 18 #14 Hialeah, FL 33016
Patricia Gonzalez Secretary	15314 SW 53 rd Terrace Miami, FL 33155

SEVEN: The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.

EIGHT: On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for, educational and charitable purposes under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such asset not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is located, exclusive for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

NINE: Executed on August 18, 2000. The name and address of the incorporator of this corporation shall be:

Mark R. Spence, M.D.
1190 NW 95th Street
Suite 205
Miami, FL 33150

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

The name of the Corporation is:

FEM-MED, INC.
1190 NW 95th Street
Suite 205
Miami, FL 33150

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The name and address of the registered agent and office are:

Mark R. Spence, M.D.
1190 NW 95th Street
Suite 205
Miami, FL 33150

*The above person has been named as registered agent and to accept service of process
for the stated purpose of preparation at the place designated in this certificate.*

I hereby accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes completely to the proper and
complete performance of my duties, and I am familiar with and accept the directions of
my position as registered agent.


(SIGNATURE)

8/18/00
(DATE)