

NO2 00000 2912

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FILED

02 APR 12 AM 8:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 11, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-04/12/02--01056--014
*****96.25 *****96.25

RE: Families R Us Care Centers, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and a check for \$96.25 (ninety six dollars and 25/100) to cover the cost of the filing fee, **two** certified copies and a Certificate of Status. Thank you very much for your assistance.

Please mail them to me at the above address.

Sincerely,

Kerry E. McGrath, Esq.

Kerry E. McGrath, Esq.

Enc.

*4/22/02 - Per McGrath: mail to
Bobby Brinegar
625 Almeria Ave #3
Coral Gables, FL 33134*

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ARTICLES OF INCORPORATION
OF
FAMILIES R US CARE CENTERS, INC.
A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is Families R Us Care Centers, Inc.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PRINCIPAL OFFICE AND REGISTERED AGENT

The initial principal office shall be located at 11865 S.W. 26th Street, Unit #G-10, Miami, FL 33175. The name and address of the registered agent of this corporation is Dr. Jack J. Michel, 7845 Atlantic Way, Miami Beach, FL 33141.

ARTICLE IV
PURPOSES

This corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (or the corresponding provision of any future United States Internal Revenue Code). In furtherance of these purposes, the Corporation may:

- (a) Provide for the care and treatment of persons suffering from mental and physical illness, disease, or disability;
- (b) Create new health care resources and health care arrangements to serve communities located in West Miami-Dade County, Florida;
- (c) Expand access to health care to individuals who are unable to afford or obtain adequate health care;
- (d) Focus special attention on the health care needs of low-income, needy minority

and immigrant populations located throughout West Miami-Dade County, Florida;

- (e) Reduce unnecessary duplication of services, technology and facilities by coordinating the delivery of health care services in a cost-effective manner;
- (f) Carry on educational activities relating to care of the sick and injured and the promotion of good health practices;
- (g) Conduct research related to the care and treatment of the sick and injured and the prevention of illness;
- (h) Take and hold by bequest, devise, gift, grant, purchase lease or otherwise any real or personal property, tangible or intangible, including any undivided interest therein without limitation as to amount or value;
- (i) Sell, convey or otherwise dispose of any property and invest, reinvest, or deal with the principal or income thereof according to the discretion of the Directors of the Corporation so long as such transactions do not violate these Articles, the Bylaws or the exempt status of the Corporation;
- (j) Operate a comprehensive primary and preventive program consistent with a federally sponsored health center pursuant to the provisions of the Health Centers Consolidation Act of 1996 (Pub. L. 104-299; 110 STAT. 3626; 42 U.S.C. 254b);
- (k) Otherwise operate in furtherance of its exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code and Chapter 617 of the Florida Code of Laws.

ARTICLE V

EXEMPT FUNCTION LIMITATIONS

- (a) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- (b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VI
BOARD OF DIRECTORS AND INCORPORATOR

The affairs of the Corporation shall be conducted by a Board of Directors which shall have and exercise the powers of the Corporation.

The number of directors, manner of nomination, election, and their qualifications and terms of office shall be provided for in the Bylaws. The initial Board of Directors shall consist of not less than eleven (11), nor more than twenty-one (21) members. The names and addresses of the initial Board of Directors shall be specified in one or more resolutions of appointment by the incorporator in compliance with Florida Statute 617.0205.

The names and addresses of the subsequent Board of Directors shall be specified in one or more resolutions of appointment adopted by the Board.

The name and address of the incorporator of this corporation is Dr. Jack J. Michel, 7845 Atlantic Way, Miami Beach, FL 33141 and he shall have all the authority necessary for an incorporator to secure a corporate charter under the Florida Non Profit provisions of the corporation laws of the State of Florida.

ARTICLE VII
MEMBERSHIP

The Corporation shall not have members.

ARTICLE VIII
POWERS

Subject to the limitations in these Articles of Incorporation, the Corporation shall have and may exercise all powers and rights conferred upon corporations organized and existing under the Florida Nonprofit Corporation Act and any amendments thereto.

ARTICLE IX
LIMITATION ON LIABILITY

The directors, officers, employees and volunteers of this Corporation shall not be liable for the debts, liabilities, or obligations of the Corporation, and the private property of such persons shall not be subject to the payment of corporate debts.

ARTICLE X BYLAWS

The initial bylaws of the corporation shall be adopted by the Board of Directors of the Corporation at an organizational meeting in compliance with Florida Statute 617.0205. The bylaws shall immediately become effective by a two-thirds vote of the Board of Directors. A resolution of adoption shall be conclusive evidence of their adoption and validity.

ARTICLE XI DISSOLUTION

Upon the dissolution of this corporation, the Board of Directors shall, after payment, or provision for payment, of all debts and liabilities of this corporation, dispose of all of the assets of the corporation its assets remaining exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is located, exclusively for such purposes or to such organizations as the District Court shall determine are organized for charitable, educational or scientific purposes.

ARTICLE XII EFFECTIVE DATE

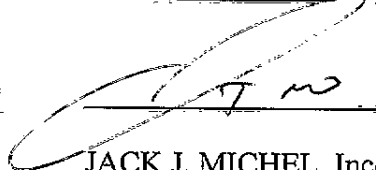
These Articles of Incorporation shall become effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida.

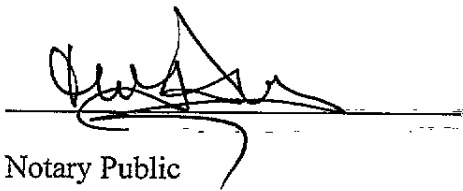
The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.


Dated: 4/11/02



JACK J. MICHEL, Incorporator

Subscribed and sworn to before me
this 11 day of APRIL, 2002.


Notary Public

 Antonio Ayubi
My Commission DD002076
Expires February 18, 2005

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, Jack Jacobo Michel, having a business office at 7845 Atlantic Way, Miami Beach, FL 33141, and having been designated as the Registered Agent in the foregoing Articles of Incorporation, am familiar with and accept the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Date: 4/11/02



JACK JACOBO MICHEL, M.D.

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