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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA NON-PROFIT CORPORATION

SOUTH BEACH MEDICAL RESEARCH INSTITUTE, INC.

FILED
03 MAY - 1 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 02 2003

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**ARTICLES OF INCORPORATION
OF
SOUTH BEACH MEDICAL RESEARCH INSTITUTE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the Corporation is **SOUTH BEACH MEDICAL RESEARCH INSTITUTE, INC.**

**ARTICLE TWO
INITIAL PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation is 333 41st Street, Suite 310, Miami Beach, Florida 33140.

**ARTICLE THREE
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

These Articles prepared by:
Jose R. Pujols, Esq.
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134
Telephone (305) 569-9533
F.B.N. 936911

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Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of 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 assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FOUR DIRECTORS

The method of election and removal of the directors of the Corporation is set forth in the bylaws.

ARTICLE FIVE INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these articles of incorporation, the name and address of the initial registered agent for the Corporation is Jose R. Pujols, Esq., whose address is 2701 S.W. LeJeune Road, Suite 401, Coral Gables, Florida 33134.

ARTICLE SIX INCORPORATOR

The name and street address of the incorporator is as follows: Jose R. Pujols, Esq., whose address is 2701 S.W. LeJeune Road, Suite 401, Coral Gables, Florida 33134.

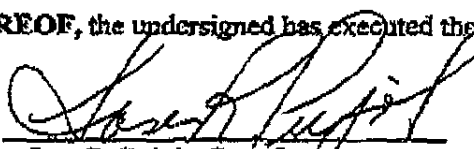
ARTICLE SEVEN INDEMNIFICATION

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

ARTICLE EIGHT AMENDMENTS

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of April, 2003.



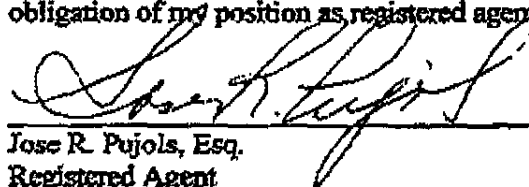
Jose R. Pujols, Esq., Incorporator

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Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Jose R. Pujols, Esq.
Registered Agent

Date: April 30, 2003

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