

ALAYON & ASSOCIATES, P. A.
ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

N03000008779

*OF COUNSEL

MIAMI, FLORIDA 33176
TEL. (305) 273-9600

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

VIA FEDERAL EXPRESS

MAY 9, 2002

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

800005503998--8
-05/10/02--01093--015
*****78.75 *****78.75

Re: *Mercy Professional Building Tenants Association, Inc.*

Dear Ms. Harvey:

Enclosed please find the Articles of Incorporation of Mercy Professional Building Tenants Association, Inc. Please process these papers as quickly as possible.

We have also enclosed a check in the amount of \$78.75 for the filing fee. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,


Grete Rodriguez,
Legal Assistant

Enclosure

FILED
02 MAY 10 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P02-52051
5/10

ARTICLES OF INCORPORATION

OF

MERCY PROFESSIONAL BUILDING TENANTS ASSOCIATION, INC.

(a corporation not for profit)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.

NAME.

The name of this corporation is:

MERCY PROFESSIONAL BUILDING TENANTS ASSOCIATION, INC.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of the principal office and the mailing address of the Corporation are:

C/O Drs. Jose Rodriguez and Gabriel Costa, Officers
Mercy Professional Building Tenants Association, Inc.
3661 So. Miami Ave., Suite 102
Miami, Florida 33133

ARTICLE III.

PURPOSES

A. The purposes for which the organization is organized are exclusively as a not for profit business league or other entity within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

This Document is Prepared By:
Ivette Halphen Leon, Esq.
Alayon & Associates, P.A.
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175
(305) 221-2110

FILED
02 MAY 10 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

- (1) To solicit, accept, acquire, receive and hold, by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated, including without limitation, contributions of its members, which shall be limited to tenants of any professional building situated on or near the real property within two square miles of Mercy Hospital on or near South Miami Avenue in Miami, Florida; and
- (2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (3) To borrow money but only as authorized by a majority vote of its members and its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations contained in any bequest, devise, grant or gift; and
- (5) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal

income tax under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (6) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article III, Paragraph F shall be replaced with the following paragraph:

F. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IV.
TERM OF EXISTENCE.

This corporation shall exist perpetually until terminated under applicable law.

ARTICLE V.
DIRECTORS.

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than two (2). Directors shall be elected as provided in the Bylaws.

All corporate power shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Directors of the corporation. The corporation shall have no members and the Directors shall have the sole voting power.

The names and addresses of the initial Board of Directors who shall serve only until the first annual meeting of Directors are:

GABRIEL COSTA, M.D.
3661 So. Miami Ave., Suite ~~102~~ 400 (
Miami, Florida 33133

JOSE RODRIGUEZ, M.D.
3661 So. Miami Ave., Suite 102
Miami, Florida 33133

ARTICLE VI.
REGISTERED AGENT.

The name and address of the registered agent of the corporation is:

A&P Registered Agent, Inc.
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

02 MAY 10 PM 2:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

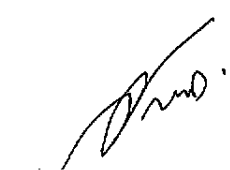
**ARTICLE VIII.
INCORPORATORS**

The name and address of the incorporator of the corporation is:

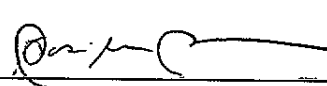
GABRIEL COSTA, M.D.
3661 So. Miami Ave., Suite 102
Miami, Florida 33133

JOSE RODRIGUEZ, M.D.
3661 So. Miami Ave., Suite 102
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of
Incorporation at Miami, Dade County, Florida, this 22 day of March, 2002.



GABRIEL COSTA, M.D.
Incorporator



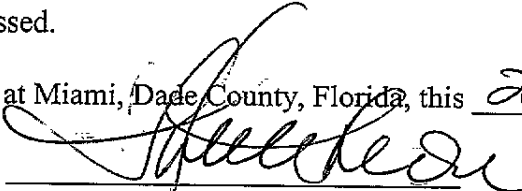
JOSE RODRIGUEZ, M.D.
Incorporator

FILED
02 MAY 10 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared GABRIEL COSTA, M.D., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22 day of March, 2002.



Notary Public
State of Florida at Large

My Commission Expires:

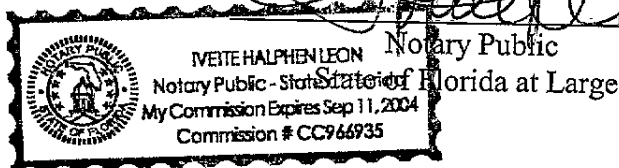


STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared JOSE RODRIGUEZ, M.D., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 22 day of March, 2002.

My Commission Expires:



**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

First: That the MERCY PROFESSIONAL BUILDING TENANTS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, at 3661 So. Miami Ave., Suite 102, Miami, Florida 33133, has named A&P REGISTERED AGENT, INC., located at 2450 S.W. 137TH Avenue, Suite 221, Miami, Florida, 33175, as its registered agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named the registered agent for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity.

Dated this 22 day of March, 2002.

A & P REGISTERED AGENTS, INC.,

By:

Ivette Halphen Leon, Esq., President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY 10 PM 2:12

FILED