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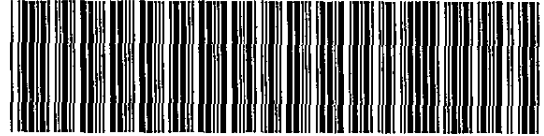
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICE OF

Edward B. Galante

Attorney and Counselor
at Law

EDWARD B. GALANTE, P.A.



516 Camden Avenue, Stuart, Florida 34994

Tel.: (772) 283-2412
Fax: (772) 283-9509

April 13, 2006

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

Attention: New Filings

Reference: **ASSOCIATION OF HISPANIC HEALTH CARE PROFESSIONALS, INC.**

Dear Sir or Madam:

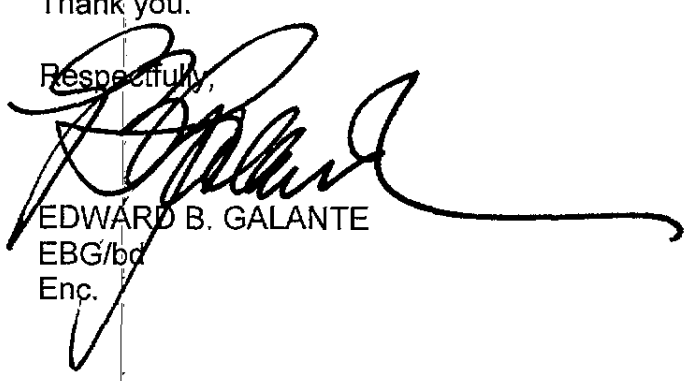
Enclosed herewith for filing are the Articles of Incorporation and Designation of Resident Agent for the above named corporation.

Enclosed also is a check for \$78.75 to cover the filing fee and certified copy.

Please notify my office by regular mail of the date and file number of this filing and return all correspondence and documents to me.

If you require anything further, please contact me before returning any documents.
Thank you.

Respectfully,


EDWARD B. GALANTE
EBG/bd
Enc.

ARTICLES OF INCORPORATION

OF

ASSOCIATION OF HISPANIC HEALTH CARE PROFESSIONALS, INC.

The undersigned, acting as incorporator under provisions of Florida's Not-for-Profit Corporation Act (Chapter 617, Fla. Stat.) hereby declares, adopts, ratifies and gives notice of these articles of incorporation of ASSOCIATION OF HISPANIC HEALTH CARE PROFESSIONALS, INC.

ARTICLE ONE: Name

The name of the corporation is ASSOCIATION OF HISPANIC HEALTH CARE PROFESSIONALS, INC.

ARTICLE TWO: Principal Place of Business and Mailing Address

The Corporation's initial principal place of business shall be c/o Attorney Edward B. Galante, 516 Camden Avenue, Stuart, Florida 34994. The Corporation's initial mailing address shall be 516 Camden Avenue, Stuart, Florida 34994.

ARTICLE THREE: Purpose

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Specifically, the Corporation shall engage in the following:

- (a) Education of Hispanic health care professionals to community needs and requirements;
- (b) Develop an understanding of community health service needs so health care providers will be better able to provide health care for the community;
- (c) Creation and dissemination of materials designated to increase and promote the general understanding of laws effecting health care;
- (d) Creation and dissemination of materials designed to educate and train individuals interested in a future in health care;
- (e) Assisting with financing less fortunate individuals with scholarships and financial assistance with school;
- (f) Participating in any and all lawful activities incidental to the foregoing purposes, except as restricted herein. Said powers shall include but not be limited to the power to sue and be sued; the power to enter into contracts; the right to receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or

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personal, including shares of stock, bonds and securities of other corporations; to convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise, and dispose of all property real or personal; to borrow money, contract debts and issue bonds, notes and debentures, and to secure the payment of in performance of its obligations; provided, however, that the Corporation shall not except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

ARTICLE FOUR: Board of Directors and Manner of Election

There shall at all times be not less than four (4) directors of this Corporation. In the event there shall at any time be fewer than three directors willing and able to serve, then in that event the remaining directors shall elect replacements from nominees solicited by the Board of Directors. The first Board of Directors shall hold office until the first annual meeting of the Board of Directors. Thereafter, the directors shall be elected at the annual meeting by the then present Board of Directors from nominees solicited by the Board of Directors to serve for one year periods.

ARTICLE FIVE: Registered Agent, Initial Office, and Mailing Address

The initial registered agent of the Corporation is Attorney Edward B. Galante, whose business address at which he will accept service of process for the Corporation is 516 Camden Avenue, Stuart, Florida 34994 (772-283-2412) and his acceptance of appointment is filed herewith and made part hereof by reference.

ARTICLE SIX: Type of Entity

This Corporation is a public benefit corporation.

ARTICLE SEVEN: Commencement and Duration

This Corporation shall commence in existence as of the date of filing with the Secretary of State, and thereafter shall exist perpetually.

ARTICLE EIGHT: Dedication of Assets

The assets of this Corporation are permanently dedicated to the purposes set forth herein. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except

that the 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. No substantial part of the activities shall be the carrying on or propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in political campaigns on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its exempt purposes or not permitted to be carried on by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

ARTICLE NINE: *Indemnification*

The Corporation shall defend, indemnify, and hold harmless every registered agent, director, or officer and his or her heirs, personal representatives, and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit, or proceeding to be liable for willful misconduct.

The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE TEN: *Membership*

The Corporation shall have members.

ARTICLE ELEVEN: *Distribution of Assets upon Dissolution*

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and as other than a private foundation under Section 509(a) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for charitable and educational purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for charitable and educational purposes with a preference toward the assistance of children and their education and protection from violence and other abuse.

ARTICLE TWELVE: Incorporators

The names and addresses of the incorporators are:

- A. Adly Trabal, President
2299 SW Frisco Terrace
Port St. Lucie, Florida 34953
- B. Maria Quinones, Vice President
3991 SW Greenwood Way #3G
Palm City, Florida 34990
- C. Karen ~~No~~wood, Secretary
2273 SE Powell Court
Port St. Lucie, Florida 34952
- D. Naty Canales, Treasurer
236 SW Marathon Avenue
Port St. Lucie, Florida 34953

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 11 day of APRIL 2006.

Adly Trabal
Adly Trabal, Incorporator

STATE OF FLORIDA

COUNTY OF SAINT LUCIE

BEFORE ME a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared ADLY TRABAL, who acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.

SWORN TO and subscribed this 11 day of APRIL 2006.

personally known

provided identification

Charles Roldan
Notary Public

Maria Quinones
Maria Quinones, Incorporator

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared MARIA QUINONES who acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.

SWORN TO and subscribed this 11 day of APRIL 2006.

personally known

provided identification

Charles Roldan
Notary Public NOTARY PUBLIC-STATE OF FLORIDA
Charles Roldan
Commission # DD524285
Expires: MAR. 01, 2010
Bonded Thru Atlantic Bonding Co., Inc.

* * *

Karen Norwood
Karen Norwood, Incorporator

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared KAREN HARWOOD who acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.

SWORN TO and subscribed this 11 day of APRIL 2006.

personally known

provided identification

Charles Roldan
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Charles Roldan
Commission # DD524285
Expires: MAR. 01, 2010
Bonded Thru Atlantic Bonding Co., Inc.


Naty Canales, Incorporator

STATE OF FLORIDA

COUNTY OF SAINT LUCIE

BEFORE ME a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared NATY CANALES, who acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.


SWORN TO and subscribed this 11 day of APRIL 2006.

 personally known

 provided identification



Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
 Charles Roldan
Commission # DD524285
Expires: MAR. 01, 2010
Bonded Thru Atlantic Bonding Co., Inc.


**CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First -- That **Association of Hispanic Health Care
Professionals** desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of
Incorporation at City of Stuart, County of Martin, State of
Florida has named EDWARD B. GALANTE being in the County of
Martin, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.


EDWARD B. GALANTE
Registered Agent
Date: 4/11/06

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