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 DEPARTMENT OF STATE 13850 NW 20TH AVE
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 409 EAST GAINES STREET CONTACT: MS DEE
 TALLAHASSEE, FL 32399 PHONE: (305) 687-1663
 FAX: (904) 922-4000 FAX: (305) 681-0707

((H96000007432)) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
 NAME: NORTH DADE MEDICAL CLINIC, INC.
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**ARTICLES OF INCORPORATION OF
NORTH DADE MEDICAL CLINIC, INC.
(A Florida Not For Profit Corporation)**

The undersigned, for the purpose of forming a corporation not for profit pursuant to the authority of Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be NORTH DADE MEDICAL CLINIC, INC.

The principal address of the corporation at the time of incorporation is 13850 N. W. 26th Avenue, Miami, Florida 33054, County of Dade, State of Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law. Corporate existence shall commence on the 28 day of May, 1996.

ARTICLE III. PURPOSE

(a) The general purpose of the Corporation shall be to foster charitable activities including, but not limited to, providing medical and psychological services especially designed to meet the needs of the economically disadvantage people and to promote their health, security and usefulness in longer living and to manage, operate and generally to do everything and any thing necessary, expedient or incidental to the maintaining of charitable activities in Dade County, Florida.

(b) Any other provisions herein notwithstanding the Corporation will at all times be organized and operated for exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (the "Code"), or a corresponding section of any future federal tax code.

(c) This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(d) Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purpose as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

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ARTICLE IV. QUALIFICATIONS AND MEMBERS ADMISSION OF OFFICERS

The membership of this corporation shall constitute all persons hereinafter named subscribers and such other persons, as from time to time hereinafter, may become members in the manner prescribed by the bylaws.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 13850 N. W. 26th Avenue, Miami, Florida 33054. The initial registered agent of the Corporation is Sharon Donald.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

Selwyn Carrington M.D.	8910 Miramar Parkway Miramar, Florida 33023
Linda Washington	800 N. E. 167 Street North Miami Beach, Florida 33162
Sharon Donald	13850 N. W. 26th Avenue Miami, Florida 33054

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of number not less than 3 directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw or by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

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(c) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of five persons and an admissions committee of five persons. The power and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE VIII. POWERS

THIS CORPORATION shall have the power to purchase, own hold rent and lease real and person property, of every kind and nature; the receipt by gifts or boquest wherever situated; to convey, mortgages and otherwise dispose of property in any manner acquired by it; and at any time to contract, sue and be sued in its corporate name; to borrow money, to have a corporate seal, should it so desire, to adopt, amend, repeal, or alter such Bylaws, from time to time, hereafter adopt; to carry on fund raising campaigns to solicit funds for the use of the Corporation, and in general to do any and all purposes for which this Corporation is formed. Article III of the Articles is intended as both objects and powers, and shall not limit the objects or powers of the Corporation to accomplish any approved religious, charitable, scientific or educational purpose within the meaning of 501 (c) (3) of the United States Internal Revenue Code of 1954, as hereafter amended or supplemented by acts of Congress, and of such pertinent regulations thereunder as have been or hereafter may be promulgated. Notwithstanding anything herein to the contrary, no powers enumerated herein accorded to the Directors generally pursuant by law shall be constructed to permit the property of this Corporation to be used other than for approved charitable, religious, scientific, or educational purposes, not within the purpose of exempt organizations described in Section 501(c) (3) of the Code..

ARTICLE IX. LIMITATIONS ON ACTIVITIES

No part of the net earnings, income or principal of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Director or Officer of the Corporation, or any other private individual, shall be intitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or other wise, upon a non profit corporate member described in Section 501 (c) (3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall be the carrying on of propoganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

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Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE X. INCORPORATORS

The name and address of the incorporator is:

Sharon Donald 13850 NW 26 Th. Avenue, Miami, Florida 33054

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by vote of the members or by the directors in the manner provided in the bylaws. Any amendments to bylaws shall be binding on all members of this corporation.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the Corporation, the Member(s) of the Corporation shall, after paying or making provisions for the payment of the liabilities of the Corporation, dispose of all of the assets of the Corporation, within their sole discretion, to the North Dade Community Development Corporation, an organization exempt from taxation under Section 501 (c) (3) or 170 (c) (2) of the Code, if still exempt at the time of such disposition, or if not still exempt, then to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or religious purpose which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501 (c) (3) of the Code, as the Member(s) of the Corporation shall determined. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XIII. AMENDMENT OF THE ARTICLE OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the direction of the Member(s).

IN WITNESS WHEREOF, we have hereunto set our hands and seals as incorporators, this
 day of , 1996.

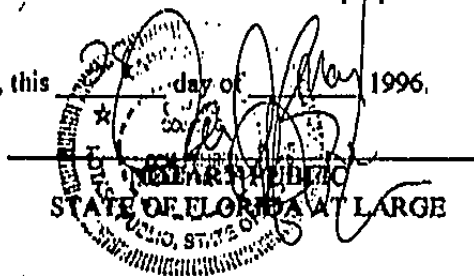
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Sharon Donald

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE, ME, personally appeared Sharon Donald, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this _____ day of _____ 1996.



My Commission Expires:

CERTIFICATE DESIGNATING OFFICE FOR THE SERVICE 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:

NORTH DADE MEDICAL CLINIC, INC. desiring to organize under the law of the State of Florida, with its principal office at 13850 N. W. 26th. Avenue, Miami, Florida 33054 has named Sharon Donald, at the same address, as its agent to accept service of process with the State.

ACKNOWLEDGMENT:

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

By: _____
Sharon Donald

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96 MAY 28 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA