

N96000006009

1201 HAYS STREET
MIAMI, FL 33130
(305) 222-0000
(305) 222-0000 FAX

800-342-8086



PREMISE HALL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 163183 4303929

AUTHORIZATION :

Patricia Pizzuto

AMOUNT LIMIT : \$

127.50

ORDER DATE : November 21, 1996

ORDER TIME : 11:51 AM

000002011430--2

ORDER NO. : 163183-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
96 NOV 21 AM 8:20

DOMESTIC FILING

NAME: NORTH DADE CLINICS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

W96-24742

Dmc
11/21/96

KR
11-26-96

RECEIVED
96 NOV 21 PM 1:25



RECEIVED
NOV 21 1996
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date.

November 21, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NORTH DADE CLINICS, INC.
Ref. Number: W96000024742

We have received your document for NORTH DADE CLINICS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 796A00053073

**ARTICLES OF INCORPORATION
OF
NORTH DADE CLINICS, INC.
(A Florida Corporation Not For Profit)**

FILED
95 NOV 21 AM 8:21
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is NORTH DADE CLINICS, INC. (hereinafter called the "Corporation").

**ARTICLE II
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be: 12060 N.W. 7th Avenue, North Miami, Florida 33168.

**ARTICLE III
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE IV
PURPOSES**

The purposes of the Corporation shall be:

1. To provide maternal and prenatal care to the indigent and underprivileged.
2. To itself, operate exclusively for charitable, religious, educational and/or scientific purposes.
3. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.
4. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of the State of Florida, subject to the limitations set forth in Article V of these Articles of Incorporation.

ARTICLE V
CHARITABLE RESTRICTIONS AND LIMITATIONS

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FILED

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 Article IV hereof.

2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

3. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

4. In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE VI
POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VII
GOVERNING BOARD

Management of the Corporation shall be vested in the Corporation's Board of Directors, the number of members of which shall be seven (7). The method of election of the directors of the Corporation shall be as stated in the Bylaws. The name and address of the person who shall serve as the initial director of the Corporation is as follows:

ARTICLE VIII
MANAGEMENT

1. The Board of Directors shall act for the Corporation and, except as provided in the Corporation's Bylaws, shall have the power to decide all matters relating to the conduct of business for the Corporation.

2. Actions required or permitted to be taken at a meeting of the Board of Directors or of any committee authorized to exercise any power of the Board of Directors may be taken without a meeting if the action is taken unanimously by the members of the Board of Directors or such committee, as the case may be, and is evidenced by one or more written consents describing the action taken and signed by the directors taking such action.

ARTICLE IX
MEMBERSHIP

The Corporation shall not have members.

ARTICLE X
DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed to North Dade Medical Foundation, Inc. If, however, North Dade Medical Foundation, Inc. is no longer in existence, or is not exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, at the time of such dissolution, the assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI
AMENDMENTS

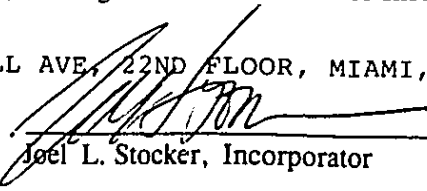
These Articles of Incorporation may be amended or repealed, in whole or in part, by a majority vote of the Board of Directors at any duly organized meeting of the Board of Directors. The method and procedure for such voting shall be set forth in the Corporation's Bylaws.

ARTICLE XII
OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 12060 N.W. 7th Avenue, North Miami, Florida 33168, and the name of its initial registered agent at such office is Sandra Giblin.

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 20th day of November, 1996.

INCORPORATOR ADDRESS: 1221 BRICKELL AVE, 22ND FLOOR, MIAMI, FL. 33131



Joel L. Stocker, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of NORTH DADE CLINICS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §617.0503.

Sandra Giblin

Sandra Giblin, Registered Agent

Date: November 20, 1996

FILED
96 NOV 21 AM 8:20
SECRETARY OF STATE
TALLAHASSEE FL 32399



N 96000006009

ACCOUNT NO. : 072100000032
REFERENCE : 269918 4303929
AUTHORIZATION : Patricia Pignato
COST LIMIT : \$ 87.50

ORDER DATE : February 24, 1997
ORDER TIME : 9:10 AM
ORDER NO. : 269918-005
CUSTOMER NO: 4303929

800002095008--8

CUSTOMER: Ms. Myrna Norman-golinsky
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: NORTH DADE CLINICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap
EXAMINER'S INITIALS: _____

FILED
97 FEB 24 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
2/24/97 De

**ARTICLES OF AMENDMENT
OF
NORTH DADE CLINICS, INC.
(A Florida Corporation Not For Profit)**

Pursuant to the provisions of Florida Statutes §§ 617.1002 and 617.1006, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which was originally filed with the Florida Secretary of State on November 21, 1996.

I. The name of the corporation is NORTH DADE CLINICS, INC. (the "Corporation"). The document number of the Corporation is N9600006009.

II. The Corporation does not have any members. The following amendment to the Articles of Incorporation was adopted by the Board of Directors on this 12th day of February, 1997:

**ARTICLE 4
PURPOSES**

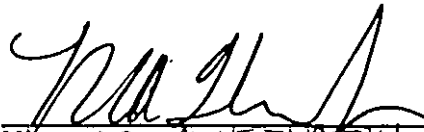
The purposes of the Corporation shall be as follows:

1. To provide a range of health care services to the indigent and underprivileged.
2. To itself, operate exclusively for charitable, religious, educational and/or scientific purposes.
3. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.
4. To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of the State of Florida, subject to the limitations set forth in Article V of these Articles of Incorporation.

FILED
97 FEB 24 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

III. Except as hereby amended, the original Articles of Incorporation of the Corporation shall remain the same.

NORTH DADE CLINICS, INC., a Florida
non-profit corporation,



Name: DR MAXINE THURSTON
Title: CHAIRMAN

Name:
Title: