

N97000002321

Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

CENTRAL AMERICAN MEDICAL SOCIETY, INC

Certificate of Status	0
Certified Copy	1
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Amendment

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 29, 1999

CENTRAL AMERICAN MEDICAL SOCIETY, INC
1551 SAN REMO
CORAL GABLES, FL 33146

SUBJECT: CENTRAL AMERICAN MEDICAL SOCIETY, INC
REF: N97000002321

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

The corporate name does not contain a period (.) after the word "INC". Please delete the period (.) after the word INC throughout the entire document.

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

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Darlene Connell
Corporate Specialist

FAX Aud. #: E99000007030
Letter Number: 199A00015581



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 1999

CENTRAL AMERICAN MEDICAL SOCIETY, INC
1551 SAN REMO
CORAL GABLES, FL 33146

SUBJECT: CENTRAL AMERICAN MEDICAL SOCIETY, INC
REF: N97000002321

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

PLEASE ADD THIS TITLE TO THE SIGNOR'S NAME.

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 (850) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H99000007030
Letter Number: 299A00015320

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 25, 1999

CENTRAL AMERICAN MEDICAL SOCIETY, INC
1551 SAN REMO
CORAL GABLES, FL 33146SUBJECT: CENTRAL AMERICAN MEDICAL SOCIETY, INC
REF: N97000002321

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6906.

Darlene Connell
Corporate SpecialistFAX Aud. #: H99000007030
Letter Number: 399A00014997

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

The Articles of Incorporation of CENTRAL AMERICAN MEDICAL SOCIETY, INC, a Florida Corporation (the "Corporation") are hereby amended pursuant to and in accordance with resolutions of the Board of Directors and the unanimous consent of all the members of the Corporation on March 22, 1999.

**ARTICLE I
Name**

The name of the corporation shall be:

CENTRAL AMERICAN MEDICAL SOCIETY, INC

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

1551 San Remo
Coral Gables, Florida 33146..

**ARTICLE III
Purpose(s)**

The specific purpose(s) for which the corporation is organized are:

To provide full support for continued Medical Education and scientific exchange for the members as well as to serve to promote the health of the community.

This Instrument Prepared By: Alvaro Castillo B., Esq.
1390 Brickell Avenue, Suite 200
Miami, Florida 33131
(305) 371-5540
Florida Bar No. 611761

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TALLAHASSEE, FLORIDA

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Said 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 corporation 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 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation 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.

Upon the dissolution of the corporation, 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 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 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 IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

Roberto Reyna, MD

3661 S. Miami Avenue #609
Miami, FL 33133

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Benjamin Befeler, MD	1321 NW 14th Street #202 Miami, Florida 33125
Jose Misael Capio MD	8224 SW 176 Terrace Miami, Florida 33157
Humberto Escapini MD	3659 So Miami Avenue #5007 Miami, Florida 33133
Ann E. Hoos MD	5513 Merrick Drive, Coral Gables, Fl 33173
Victor Soto MD	495 Biltmore Way Coral Gables, Fl 33134
Thomas R. Ugarte MD	900 West 49th Street, Suite 300 Hialeah, Florida 33012
Carlos E. Alvarez MD	3661 S. Miami Avenue #1006 Miami, Florida 33133
Juan J. Lugo MD	1536 Venera Avenue Coral Gables, Fl 33146

By democratic vote in General Assembly. Only Licensed Physicians can be elected for the Board of Directors. The manner of election shall be stated in the by-laws.

ARTICLE V Limitations of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI Initial registered agent and street address

The name and the street address of the initial registered agent is:

Alvaro Lacayo M.D.
1551 San Remo
Coral Gables, Florida 33146

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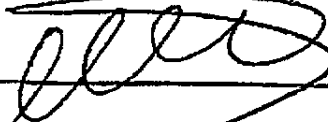
**ARTICLE VII
Incorporators**

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

Roberto Reyna, MD	3661 S. Miami Avenue #609 Miami, Fl 33133
Benjamin Befeler, MD	1321 NW 14th Street #202 Miami, Florida 33125
Jose Misael Capio MD	8224 SW 176 Terrace Miami, Florida 33157
Humberto Escapini MD	3659 So Miami Avenue #5007 Miami, Florida 33133
Ann E. Hoos MD	5513 Merrick Drive, Coral Gables, Fl 33173
Victor Soto MD	495 Biltmore Way Coral Gables, Fl 33134
Thomas R. Ugarte MD	900 West 49th Street, Suite 300 Hialeah, Florida 33012
Carlos E. Alvarez MD	3661 S. Miami Avenue #1006 Miami, Florida 33133
Juan J. Lugo MD	1536 Venera Avenue Coral Gables, Fl 33146

The undersigned incorporator have executed these Amendment to Articles of Incorporation this 22 day of March, 1999.

Signature of Incorporator/President



Alvaro Lacayo M.D.

... Type Name of Incorporator Signing

STATE OF FLORIDA

COUNTY OF DADE

SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, ALVARO LACAYO personally appeared to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and seal in said State and County, this 22 day of March, 1999.

NOTARY PUBLIC

COMMISSION EXPIRES:



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

CENTRAL AMERICAN MEDICAL SOCIETY, INC
(Must include suffix)

2. The name and address of the registered agent and office is:

Alvaro Lacayo M.D.
Name

1551 San Remo
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Coral Gables, Fla 33146
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designate 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 obligations of my position as registered agent.

(Signature)

(Date)

3-22-99

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