

N99000005658

IN THE OFFICE OF
Jorge Rodriguez-Chomat & Associates, P.A.

THE FOUR AMBASSADORS • SUITE 1750
825 BRICKELL BAY DRIVE • MIAMI, FLORIDA 33131
TELEPHONE: (305) 374-0056 • FAX: (305) 373-8399

JORGE RODRIGUEZ-CHOMAT
FLA., N.Y. & WASH. D.C. BARS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 10 PM 7:21

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March 24, 2000

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Fla.

Re: Rainbow Health Community Care Group, Inc.


Gentlemen:

Enclosed hereto please find the original and two copies of the Amendments to Articles of Incorporation of Rainbow Health Community Care Group, Inc. together with our check in the sum of \$52.00 to cover the fee for filing the amendments and for two certified copies of the document.

Please return to me the two copies acknowledging the amendments were filed and are part of the public records.

Self addressed and stamped envelopes are also enclosed for your convenience.

Sincerely yours,


Jorge Rodriguez-Chomat

Raquel Carrion gave Authorization
to Correct Doc. 5/10 JB

A mend
JB
5/10/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 7, 2000

RB 4-17-00

JORGE RODRIGUEZ-CHOMAT
THE FOUR AMBASSADORS, SUITE 1750
825 BRICKELL BAY DR.
MIAMI, FL 33131

SUBJECT: RAINBOW HEALTH COMMUNITY CARE GROUP CORP.
Ref. Number: N99000005658

We have received your document for RAINBOW HEALTH COMMUNITY CARE GROUP CORP. and your check(s) totaling \$52.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

↕ If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval. ↕

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 900A00019038

Rec'd 3/27

LAW OFFICES OF

Jorge Rodriguez-Chomat & Associates, P.A.

THE FOUR AMBASSADORS • SUITE 1750
825 BRICKELL BAY DRIVE • MIAMI, FLORIDA 33131
TELEPHONE: (305) 374-0056 • FAX: (305) 373-8399

JORGE RODRIGUEZ-CHOMAT
FLA., N.Y. & WASH. D.C. BARS

April 21, 2000

Ms. Velma Shepard
Corporate Specialist
Fla. Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

Re: Rainbow Health Community Care Group Corp.
Ref No. N 99000005658

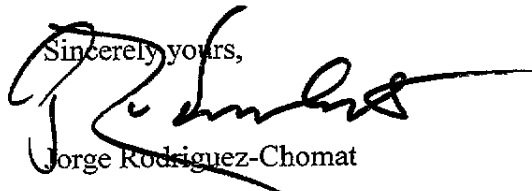
Dear Ms. Shepard:

Enclosed hereto please find a copy of your April 7, 2000 letter and the revised original of the above named corporation amendments to its articles of incorporation.

Please notice that Articles XIV and XV specifically comply with the requirements identified in your April 7 letter.

If you need any additional information please advise.

Sincerely yours,



Jorge Rodriguez-Chomat

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 10 PM 7:22

AMENDMENTS TO ARTICLES OF INCORPORATION

OF

RAINBOW HEALTH COMMUNITY CARE GROUP CORP.

The undersigned incorporator and directors of RAINBOW HEALTH COMMUNITY CARE GROUP CORP., hereby amends the Articles of Incorporation of the corporation as follows:

ARTICLE II

PRINCIPAL OFFICE

The location of the principal office of the corporation shall be:

1830 N.W. 7th Street, Suite 1011 A, Miami, Fla.

ARTICLE III

PURPOSES

The purpose of the corporation is to provide a community center for the study and practice of medicine, the healing arts and all other lawful acts within the meaning of section 501 (C)(3) of the Internal Revenue Code. Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 (C)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are to be elected by the members is as follows: commencing on March 1, 2000, the election of the directors shall be by a majority of

votes of the incorporators of the corporation.

ARTICLE V

REGISTERED AGENT

The name and street address of the Registered Agent is:

Raquel Carrion at 2600 West 60th Street, Hialeah, Fla 33016.

ARTICLE VII

DURATION

The period of duration of this non-profit corporation shall be indefinite.

ARTICLE VIII

NON-STOCK CORPORATION

The corporation shall be non-stock, and no dividends or pecuniary profits shall be declared or paid to the incorporator, directors or any member thereof.

ARTICLE IX

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is five and the names and addresses of the person who are to serve as initial directors are as follows:

NAMES	ADDRESSES
Richard Rodriguez	18906 NW 55th Avenue Miami, Fla. 33055
Michael Medina	5306 SW 153 Place South Miami, Fla. 33185
Roberto Rios	2600 West 60th Street Hialeah, Fla. 33016

Marilyn Mercedes Medina

5306 SW 153rd Place South
Miami, Fla. 33185

Diana Cohen

17324 NW 76th Court
Miami, Fla. 33015

ARTICLE X

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Directors, and to safely and systematically keep all books, papers, records and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disburse, and to render such accounts, statements, and

inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to this office, as shall be required by the Board of Directors

The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the corporation.

Whenever the Board of Directors may so order, any two offices, the duties of which do not conflict may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Directors, or as may be prescribed from time to time by the Bylaws.

ARTICLE XI

ELECTION OF OFFICERS

The officers shall be elected by the directors, who shall first be elected by the majority vote of the incorporators.

ARTICLE XII

AMENDMENTS

The Articles of Incorporation and amendments may be amended in the manner provided by majority vote of the directors and by the applicable Florida Statute at the time of amendment.

ARTICLE XIII

NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit, or be distributable to its members, trustees, directors, officers or other private person, except

that said corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (C)(3) purposes. No substantial part of the activities of the corporation shall be the carrying out 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.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (C)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

ARTICLE XIV
(see next page)-

PERSONS ENTITLED TO VOTE ON THESE AMENDMENTS

There are no members or any other person entitled to vote on these amendments other than the officers/persons who have signed this document

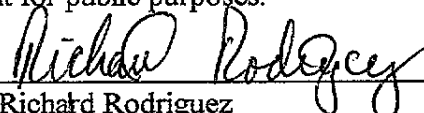
DATE OF ADOPTION O F THESE AMENDMENTS


These amendments have been adopted by the directors/officers who have signed this document on the 20th day of April, 2000.

ARTICLE XIV.

DISSOLUTION

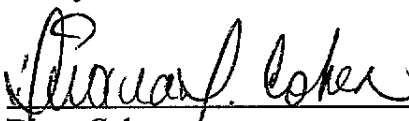
Upon dissolution of this corporation, corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, scientific, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a state or local government for public purposes.


Richard Rodriguez


Michael Medina


Roberto Rios


Marilyn Mercedes Medina


Diana Cohen

DATED:

The **20** day of ^{April} ~~March~~, 2000.

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment.


Raquel Carrion