

Cesar E. Magnorsky

12/8/99

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600003068226--8
-12/13/99-01120-017
*****70.00 *****70.00

To whom it may concern:

Please find enclosed the following items pertaining to the incorporation of *The Optimum Care Inc.*:

- ☐ Original and one copy of the Articles of Incorporation for *The Optimum Care Inc.*
- ☐ Original and one copy of Certificate of Designation of Registered Agent and Registered Office *The Optimum Care Inc.*
- ☐ A certified check, money order or personal *check*, payable to the *Florida Dept. of State - Div of Corporations* in the amount of \$70.00 for
 - ☐ Filing fees (\$35.00)
 - ☐ Certificate of Designation of Registered Agent and Registered Office (\$35.00)

Please return the enclosed duplicate copy of the Article of Incorporation and the Certificate of Designation of Registered Agent with your seal indicating that these items were filed.

Please send your responses or receipts concerning this filing to:

The Optimum Care Inc.
c/o Cesar E. Magnorsky
5838 Collins Avenue, Suite 9D
Miami Beach, FL 33140

Thank you for your attention to this matter.

Very truly yours,


Cesar E. Magnorsky

FILED
00 JAN 25 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-28661

5838 Collins Avenue, Suite 9D
Miami Beach, Florida 33140

gx 12/16



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 16, 1999

CESAR E. MAGNORSKY
THE OPTIMUM CARE INC.
5838 COLLINS AVE., STE. 9D
MIAMI BEACH, FL 33140

SUBJECT: THE OPTIMUM CARE INC.
Ref. Number: W99000028661

We have received your document for THE OPTIMUM CARE INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 899A00059099

Articles of Incorporation of

Optimum Mental Health Center, Inc.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1 - Name

The name of the corporation is:

Optimum Mental Health Center, Inc.

Article 2 - Address

The principal place of business and mailing address of this corporation is:

**1901 SW 1st Street, 3rd Floor
Miami, FL 33135**

Article 3 - Duration

The duration of the corporation is perpetual.

Article 4 - Shares of Stock

The corporation is authorized to issue one class of stock, that being **1,000 shares** of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 5 - Right of Transferability

The Shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities being sold by any other Shareholder.

Article 6 - Registered Agent

The name and address of the corporation's initial registered agent is:

**Cesar E. Magnorsky
5838 Collins Avenue, Suite 9D
Miami Beach, Florida 33140**

Article 7 - Incorporator

The name and street address of the incorporator of this corporation is:

**Cesar E. Magnorsky
5838 Collins Avenue, Suite 9D
Miami Beach, Florida 33140**

Article 8 - Nature of Activities

The corporation shall pursue all business activities that the corporation may prefer in complete conformance to the laws and statutes of the State of Florida and the government of the United States of America.

Article 9 - Amendment of By-Laws

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

Article 10 - Amendment to the Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders

*1901 SW 1st Street, 3rd Floor
Miami, FL 33135*

Articles of Incorporation of
Optimum Mental Health Center, Inc.

and approved at a Stockholders' Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Article 11 - Director Liability

No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true and that the incorporator is at least eighteen years of age.

Name of Incorporator: Cesar E. Magnorsky

Date: 12/8/99

Signature of Incorporator: _____



**Certificate of Designation of
Registered Office and Registered Agent for**

Optimum Mental Health Center, Inc.

Pursuant to Chapter 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name and address of the corporation's initial registered agent and registered office is:

Name: Cesar E. Magnorsky
Street Address: 5838 Collins Avenue, Suite 9D
Miami Beach, Florida 33140

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated 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 of Registered Agent: _____

Date of signature: _____

12/8/99

FILED
00 JAN 25 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA