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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. JMG REHABILITATION AND MEDICAL CENTER
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 19 PM 1:05

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*****78.75 *****78.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 APR 19 AM 10:55
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

Examiner's Initials

FILED
00 APR 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be:

JMG Rehabilitation and Medical Center Inc.

ARTICLE TWO:

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful or business permitted under the laws of the United States, the State of Florida, or any other state, country territory or nation.

ARTICLE THREE

TERMS OF EXISTENCE

**This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.
the date on which corporate existence shall begin is:**

Date of Incorporation:

April 14, 2000

ARTICLE FOUR

MINIMUM CAPITAL

This amount of capital with the Corporation shall begin business, shall not be less than \$500.00 (Five Hundred) or such amount as may be required by laws.

ARTICLE FIVE

NUMBER OF DIRECTORS

The stockholders of the Corporation may, from time to time and at time increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times a minimum of one Director.

ARTICLE SIX

CLASSES OF DIRECTORS

The by-laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than (3) years, and provided further that at least one (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- | | | |
|-----------|-----------------------|---|
| A. | Designation: | The stock of this Corporation shall be known as Common Stock. |
| B. | Authorized: | The maximum number of share of Common Stock that this Corporation may issue is \$100.00. |
| C. | Par Value: | Each share of Common Stock shall have the par value of \$5.00 |
| D. | Consideration: | Shares of Common Stock may be issued in exchange for Cash, real Property, labor or service rendered, or any combination for the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be exclusive. |

- E. Non-accessibility:** Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights:** Each share of Common Stock entitles the record holder thereof to one upon each proposal presented at meetings of the stockholder of the Corporation.
- G. Cumulative Voting:** No holder of Common Stock shall be entitle to any right of cumulative voting.
- H. Dividend:** Record holders of Common Stock are entitle to receive their pro-rata share of share of any dividends that may be declared by the Board of Directors out assets legally available for such purpose.
- I. Liquidation Rights:** Holders of Common Stock are entitle, in the event of the liquidation of dissolution of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE

SPECIAL VOTING PROVISIONS

The occurrences enumerated in the Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence, the required percentage shall be as follows:

1. **Amendment of this Certificate of Incorporation:**
Required Percentage: 51%
2. **Sale, lease or exchange all this Corporation's property assets of this Corporation essential to the business of this Corporation.**
Required Percentage: 51%
3. **Merger or consolidation, of this Corporation into or with any other Corporation:**
Required Percentage: 51%
4. **Voluntary dissolution this Corporation:**
Required Percentage: 51%

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or any additional stock of any increase to be issued by reason of any increase of the authorized capital stock of the Corporation, or bonds certificates of indebtedness, debentures, or other securities convertible into, or carrying the right purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issued of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued, and disposed of the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the board of Directors may in heir absolute discretion determine, without offering the stockholders then a record, of any class, any thereof, on the same terms or any terms, all pre-emptive or preferential right of purchase of every kind being waived each and every stockholder.

ARTICLE TEN STOCKHOLDERS AND DIRECTORS

The names and addresses of the stockholders and directors are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>OFFICE:</u>	<u>SHARES</u>	<u>VALUE</u>
Jorge M. Gonzalez	305 N.W. 136 Ct. 1840 W. 49 ST. Miami, FL 33173	Hialeah, FL 33012	100%	\$10.00

ARTICLE ELEVEN

REGISTER AGENT

The registered agent and registered office of this Corporation shall be:

Ana Romero

1840 West 49th Street Hialeah, FL 33012

INDEMNIFICATION

This Corporation shall indemnify any and all its Directors, Officers, Employees or Agents, or former Directors, Officers, employees or agents, or any person who may have served as its request as Directors, Officer, Employee or Agent of any Corporation, partnership, joint venture, trust or other enterprise in which its owns shares of capital Stock, or of which it is a creditor, against the expenses, including the cost of any judgment, fines, settlements and council fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, wether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to made party, by reason of his alleged acts or omission while being or having been such Director, Officer, employee or agent, provided it shall not be determined by a final determination thereof of the merits that such Director, Officer, Employee or agent was in any substantial way derelict in the in the performance of duties, or provided, that such action, suit or proceeding shall be settled without a final determination on the merit and it shall be determined that such Director, Officer, Employee or Agent had not in any substantial way been derelict in the performance of this duties as changed therein, such determination to be made by majority of the members of the Board of Directors of this Corporation who were not parties to such, action suit or proceeding, though less than quorum, or by any one or more distrusted person to whom the question may be referred by the Board of Directors. The foregoing right or indemnification shall not be exclusive of any rights to which any Directors, Officers, Employee or Agent may be entitled as matter of law or which may be lawfully granted to him.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

1840 West 49th Street Hialeah, FL 33012

**The pursuance of Chapter 48.091, Florida Statutes the following is submitted in
complaint with said Act:**

That: JMG Rehabilitation and Medical Center Inc.

**Desiring to organize under the laws of the State of Florida, with its principle
office, as indicated in the Articles of incorporation at the City of Miami, County
of Dade, State of Florida, has named:**

Ana Romero

as its agent accept service of process with this State.

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

By; 

RESIDENT AGENT.

**SUBSCRIBER INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE**

The undersigned individual a United States resident, competent to contract, executes this Certificate of Incorporation as its sole subscriber and Director until his successors have qualified, following their election or appointment. The Corporation. The Corporation may change its principal office at any time.

Subscriber/Director: Jorge Miguel Gonzalez

Street Address/Principal Office: 1840 West 49th Street St# 312
Hialeah, FL 33012

In witness thereof, the undersigned subscriber does make, subscriber, acknowledge and file this certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED:

April 14, 2000



Jorge Miguel Gonzalez

**STATE OF FLORIDA
COUNTY OF DADE**

Before me, the undersigned authority, personally appeared to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purpose therein expressed.

IN WITNESS THEREOF, I have hereunto affixed my hand and official seal at Miami, Florida :

DATED:

4/14/00

My Commission Expires:



Barbara Perez

My Commission CC865038

Expires August 22, 2003

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00 APR 19 PM 1:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA