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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAY 12 PM 1:30

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**FLORIDA PROFIT CORPORATION OR P.A.**

**MENCOR SOUTH, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
MENCOR SOUTH, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is **MENCOR SOUTH, INC.**

**ARTICLE II  
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III  
PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

**ARTICLE V  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants of any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 4864 NW 7 Street, Miami, Florida 33126. The registered Agent is Juan M. Mendez at 4864 NW 7 Street, Miami, Florida 33126.

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**ARTICLE VII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

**NAMES**

**ADDRESSES**

Juan M. Mendez

4864 NW 7 Street  
Miami, Florida 33126

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator is: Juan M. Mendez at 4864 NW 7 Street, Miami, Florida 33126.

**ARTICLE IX  
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation the 11<sup>th</sup> day of May, 2000.

  
\_\_\_\_\_  
Juan M. Mendez

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

Pursuant to the provisions of Section 2207.0501, 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: **MENCOR SOUTH, INC.**
2. The name and address of the Registered agent is Juan M. Mendez,  
4864 NW 7 Street, Miami, Florida 33126

Signature:

Title:

Date:

Registered Agent and Incorporator  
May 11<sup>th</sup>, 2000

Having been named as 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 agreed 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:

May 11<sup>th</sup>, 2000

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