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Requester's Name

Address

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MARITZA de Piza Phone 305 416-6800

ADAMS GALLINAR IGLESIAS & MEYER

1200 BRICKELL AVE STE 900

Dept./Floor/Suite/Room

Office Use Only

MIAMI

State FL ZIP 33131

NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 AM 11:12

Examiner's Initials *JP*

7/12/00

ARTICLES OF INCORPORATION

OF

CITY HEALTH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 10 AM 11:12

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, in compliance with Florida Statutes Chapter 607 and/or Chapter 621, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **City Health, Inc.**, and its address is 1800 S. W. 1st Street, Suite 102, Miami, Florida 33135.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARE

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 1800 S. W. 1st Street, Suite 102, Miami, Florida 33135, and the name of its initial registered agent at such address is Aniano N. Cabrera.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is one (1). The names and address of the persons who are to serve as members of the initial board of directors are:

Aniano N. Cabrera

1800 S. W. 1st Street, Suite 102
Miami, Florida 33135

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

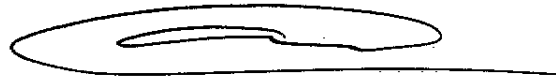
Aniano N. Cabrera
1800 S. W. 1st Street, Suite 102
Miami, Florida 33135

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 4 day of July, 2000.

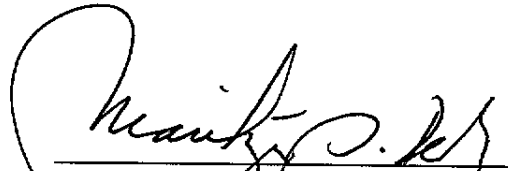


Aniano N. Cabrera, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing was acknowledged before me this 4th day of July, by Aniano N. Cabrera, the Incorporator for City Health, Inc., a Florida corporation, on behalf of the corporation.



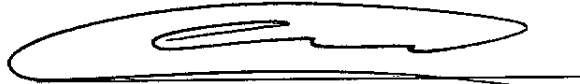


NOTARY PUBLIC, State of Florida
Print Name MARITZA S. de Puzo
Commission No. _____

My Commissions Expires:

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Aniano N. Cabrera

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 AM 11:12