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**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

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

1. HEALTHCARE MARKETING GROUP INC

(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

4. \_\_\_\_\_  
(Corporation Name)

(Document #)

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NEW FILINGS	
<input checked="" 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 checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials

# **CERTIFICATE OF INCORPORATION**

## **ARTICLE I**

### **NAME**

The name of this Corporation shall be:

HEALTHCARE MARKETING GROUP, INC.

## **ARTICLE II**

### **NATURE OF BUSINESS**

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

## **ARTICLE III**

### **TERM 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 the date of incorporation.

## **ARTICLE IV**

### **MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than Five hundred dollars (\$500.00), or such greater amount as may be required by law.

## **ARTICLE V**

### **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 shares of Common Stock that this Corporation may issue is One hundred (100) shares, having a par value of Five dollars (\$5.00) per share.

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01 JAN -5 PM 2:26  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

- C. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of 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 conclusive.
- D. Voting rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.
- E. Liquidation rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

## **ARTICLE VI**

### **NUMBER OF DIRECTORS**

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

## **ARTICLE VII**

### **AMENDMENT**

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

## **ARTICLE VIII**

### **SPECIAL VOTING PROVISIONS**

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

1. Amendment of this Certificate of Incorporation:  
Required percentage ==> 51%
2. Sale, lease, or exchange, of all this Corporation's property and assets, or of any property or 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 of this Corporation:  
Required percentage ==> 51%

## **ARTICLE IX**

### **STOCKHOLDERS AND DIRECTORS**

The name and addresses of the Stockholders and Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
WALTER VELEZ	19233 N.W. 86TH AVENUE, MIAMI, FL. 33015	DIR/PRES/SEC.	100

## **ARTICLE X**

### **REGISTERED AGENT**

The Registered Agent and the Registered Office of this Corporation shall be:

WALTER VELEZ  
19233 N.W. 56TH AVENUE, MIAMI, FL. 33015

## **ARTICLE XI**

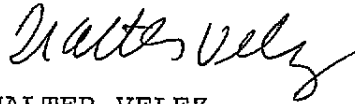
### **SUBSCRIBER, INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE**

The undersigned individual, a United States resident competent to contract, executes this Certificate of Incorporation as its Subscriber and Director. The undersigned individual shall hold office as a Director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the principal office of this Corporation. The Corporation may change its principal office at any time.

Subscriber and Director: WALTER VELEZ  
Address of Principal Office: 19233 N.W. 86TH AVENUE  
MIAMI, FL 33015

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge, and file this Certificate for the purpose of forming a Corporation for profit under the laws of the State of Florida.

Date: 01-04-01



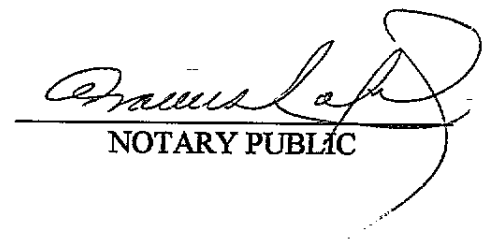
WALTER VELEZ

STATE OF FLORIDA) ss:  
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 whereof, I have hereunto affixed my hand and official seal at Hialeah, Dade County, Florida.

Date: 01-04-01



NOTARY PUBLIC

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

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In pursuance of chapter 48.091, Florida statutes, the following is submitted in compliance with  
Said Act:

That **HEALTHCARE MARKETING GROUP, INC.** corporation, desiring to organize under  
the laws of the State of Florida with its Principal Office, as indicated in the Articles of Incorporation at  
the City of **MIAMI**, County of **MIAMI-DADE**, State of Florida, has named **WALTER VELEZ** as its  
agent to accept service of process within this State.

Having been named to accept service of process for the above stated Corporation, at the place  
designated in this 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.

**FILED**  
01 JAN -5 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
*Walter Velez*  
REGISTERED AGENT