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To:

Division of Corporations
Fax Number : (850) 205-0381

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GOODCARE MEDICAL SERVICES, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	06
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**ARTICLES OF INCORPORATION
OF
GOODCARE MEDICAL SERVICES, P.A.**

The undersigned, who is duly licensed to practice medicine in the State of Florida desiring to form a professional corporation in accordance with the Florida Professional Services Corporation and Limited Liability Company Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is:

GOODCARE MEDICAL SERVICES, P.A.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is:

13525 Memorial Highway
Miami, Florida 33161

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

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ARTICLE IV - PURPOSE

This corporation is organized for the sole and specific purpose of rendering professional services and to engage in and carry on all branches of the practice of medicine; nevertheless, it shall be authorized to transact any or all lawful business as provided by Florida Statutes, including Chapter 621, Professional Service Corporation and Limited Liability Company Act, as same exist on the date hereof or as may hereafter be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 5,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

IRINA NEMTSEV, P.A.
20801 Biscayne Boulevard, Suite 505
Aventura, FL 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be as named below, who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

Dr. Zenaida Amayao Reyes-Arguelles
13525 Memorial Highway
Miami, Florida 33161

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Irina Nemtsev, Esq.
20801 Biscayne Boulevard, Suite 505
Aventura, Florida 33180

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been

taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 day of August, 2001.

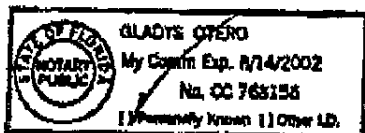

IRINA NEMTSEV, ESQ.
Incorporator

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

Subscribed and sworn to before me by Irina Nemtsev, Esq. the Incorporator, ☒ who is personally known to me, or ☐ who has produced as identification, on this 7 day of August, 2001.


SIGNATURE OF NOTARY PUBLIC - STATE OF FLORIDA

PRINT, TYPE OR STAMP COMMISSIONED NAME OF
NOTARY PUBLIC:
COMMISSION NUMBER:
COMMISSION EXPIRES:



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ACCEPTANCE BY REGISTERED AGENT

The undersigned, **IRINA NEMTSEV, P.A.**, whose address is 20801 Hiscayne Boulevard, Suite 505, Aventura, Florida 33180, hereby accepts the appointment as Registered Agent of **GOODCARE MEDICAL SERVICES, P.A.**, which is contained in the foregoing Articles of Incorporation.

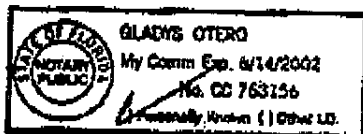
DATED this 7 day of August, 2001.

IRINA NEMTSEV, P.A.

By: *Irina Nemtsev*
Irina Nemtsev, Esq.

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

Subscribed and sworn to before me by Irina Nemtsev, Esq. of Irina Nemtsev, P.A., a professional association, on behalf of the association, ☒ who is personally known to me, or ☐ who has produced _____ as identification, on this 7 day of August, 2001.



Gladys Otero
SIGNATURE OF NOTARY PUBLIC - STATE OF FLORIDA

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NOTARY PUBLIC:
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