

P01000113047

FILED

Requester's Name

01 NOV 29 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEVEN DAVIS, ESQ
1308 Drexel Avenue, 202
Miami Beach, FL 33139

700004315287-18
-05/24/01--01063--009
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT 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

Examiner's Initials

CR2E031(7/97)

G. BLALOCK NOV 29 2001
W0126518
W0112443



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 2001

LEGAL MASTEC INC
3155 NW 77TH AVE
MIAMI, FL 33122

SUBJECT: DUNBAR HEALTH CARE, INC.
Ref. Number: W01000012443

We have received your document for DUNBAR HEALTH CARE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

ARTICLES OF INCORPORATION
OF
DUNBAR HEALTH CARE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE 1

The name of the corporation is Dunbar Health Care, Inc.

ARTICLE 2

The objectives and purposes for which the corporation is organized are for any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act, now or hereafter in effect, and to do any of such things as fully and to the same extent as natural persons might or could do.

ARTICLE 3

The duration of existence of the corporation is perpetual.

ARTICLE 4

The aggregate number of shares that the corporation shall have authority to issue is 10,000,000 shares. All such shares shall be of a single class, designated as common, and shall be without par value.

ARTICLE 5

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE 6

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE 7

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 8

To the fullest extent permitted by law, a director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act, or amendment of these articles of incorporation, that further limits the acts or omissions for which elimination of liability is permitted, shall adversely affect any right or protection of a director for any act or omission occurring prior to such amendment. If the Florida Business Corporation Act is amended to further limit or eliminate liability of a director, then a director of the corporation shall not be liable for any such act or omission to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

ARTICLE 9

The Florida Control Share Act shall not be applicable to this corporation.

ARTICLE 10

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE 11

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of Three (3) directors whose names are as follows:

Rachel Dunbar 10773 Cleary Blvd, Apartment 212, Plantation, FL 33324.
Edwin Dunbar 10773 Cleary Blvd, Apartment 212, Plantation, FL 33324.
Steven E. Davis 1308 Drexel Avenue, 202; Miami Beach, FL 33139

ARTICLE 12

The initial registered agent of the corporation is Rachel Dunbar. The street address of the corporation's initial registered office is 10773 Cleary Blvd, Apartment 212, Plantation, FL 33324. The principle address is the same as registered agent.

ARTICLE 13

The name and address of the incorporator of the corporation is Steven Davis, Esq.; 1308 Drexel Avenue, 202; Miami Beach, FL 33139.

In Witness Whereof, I have signed my name this date.

Dated:



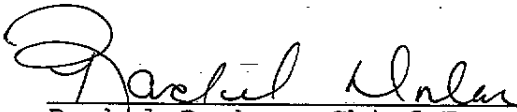
Steven Davis, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Rachel Dunbar, hereby consent to serve as Registered Agent in the state of Florida, for Dunbar Health Care, Inc., a Florida corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Date: 6-16-01



Rachel Dunbar, Chief Executive Officer

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