

FD1000117087

Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

RADMED, CORP.

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ARTICLES OF INCORPORATION
OF
RADMED, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as
incorporator of the above name corporation organized under the law of the state
of Florida, all rights, duties and obligations of the undersigned as incorporator,
and those of the incorporation, are to be determine in accordance with the laws
of the Florida.

ARTICLE I

The name of the corporation shall be:
RADMED, CORP.

The principle address and mailing address of the corporation shall be:

**5000 N.W. 4TH ST
MIAMI, FL. 33126**

ARTICLE II

This corporation shall be commence existing upon the file of these
Articles of incorporation by the Department of State, State of Florida, and shall
have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed
to be transacted and carried on by this corporation are to do any and all of the
things herein mentioned, as fully and to the same extent as natural person might

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H01000120392

do, wit:

- 1) Transact any and all lawful business
- 2) Said corporation shall further have powers:
 - a) To have perpetual succession by its corporate name;
 - b) To sue and be sued, complain, and defend in its corporate Name in all actions or proceedings;
 - c) To have a corporation seal, which may be altered at pleasure and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or any other manner reproduce ;
 - d) To purchase , take, receive, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
 - e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
 - f) To lend money to and use its credit to assist, its officers an employees in accordance with Florida statutes 607.141;
 - g) To purchases, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest or obligations of, other domestic or foreign corporations associations, partnerships, or individuals, or direct or indirect obligations of th United States or any other government, State, governmental district, or municipality, or of any instrumentality thereof;
 - h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any if its property, franchise and income;
 - i) To lend money for its corporate purposes, invests and reinvest its funds and take and hold real and personal property as security of the payments of funds so loaned or invested;

H01000120392

H01000120392

- j) To conduct its business, carry on its operations, and have offices and exercise powers granted by this act within or without the state;
- k) To elect or appoint officers and agents of the corporation and define their deputies and fix their compensations;
- l) To make and alter by-laws, not inconsistent with the articles of incorporation or with the laws of this state, for the administration;
- m) To make donations for the public welfare or for charitable, scientific or educational purposes;
- n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy;
- o) To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;
- p) To be a promoter, incorporator, partner member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
- q) To have and exercise all powers necessary or convenient to effect its purpose;
- r) To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida statutes 607.014

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be one (1) class of stock of this corporation.

ARTICLES V

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The street address of the initial registered office and the name of the Initial Resident Agent of this corporation shall be:

Claudio Gonzalez
3101 S.W. 103rd. Ct.
Miami, FL. 33165

ARTICLE VI

The Initial Board of Directors shall consist of Three persons, and the name and address of the person is to serve as an initial director is :

President: Leonardo Timor 33 1/3
5000 N.W. 4TH ST.
MIAMI, FL. 33126

Vice - President: Hugo Hernandez 33 1/3

Secretary: Amador Reyes, Jr. 33 1/3

The name and address of the incorporator executing these articles of incorporation is:

Leonardo Timor
5000 N.W. 4th St.
Miami, FL. 33126

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of _____



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

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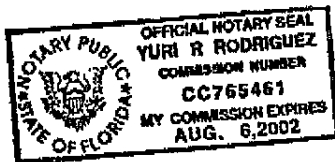
BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Leonardo Timor known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
10 day of December/01



Notary Public

My Commission Expires: 8/06/02



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts designation as Registered


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H01000120392

Agent for Westchester Health Rehab. Center, Inc. and hereby agrees to comply with the law governing said position and office. Acknowledgment of is hereby made that the Registered Agent's name is as follow:

Claudio Gonzalez
3101 S.W. 103rd. Ct.
Miami, Fl. 3316

IN WITNESS OF, The undersigned Registered Agent has executed this acceptance of Registered Agent this 10 day of Dec. 01



Claudio Gonzalez
Registered Agent

STATE OF FLORIDA

COUNTY MIAMI-DADE

Sworn to and Subscribe before

Me this 10 day of Dec/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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