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**FLORIDA PROFIT CORPORATION OR P.A.**

**VIP HEALTHCARE, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
VIP HEALTHCARE, INC.

THE UNDERSIGNED, each a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

VIP HEALTHCARE, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of Common Stock having a par value of One Hundred Dollars (\$100.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than One Hundred (\$100.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

This instrument prepared by:  
Marvin I. Wiener, P.A.  
2121 Ponce de Leon Blvd.  
Suite 900  
Coral Gables, Florida 33134  
(305) 445-8888

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#### ARTICLE VI - INITIAL ADDRESS

The initial street address in this State of the principal office of the Corporation shall be:

c/o Marvin I. Wiener, Esq.  
2121 Ponce de Leon Blvd., Suite 900  
Coral Gables, Florida 33134

#### ARTICLE VII - DIRECTORS

1. The number of Directors of this Corporation shall be no less than (1).
2. The names and street addresses of each member of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Nivia C. Fortun	c/o Marvin I. Wiener, Esq. 2121 Ponce de Leon Blvd., Suite 900 Coral Gables, Florida 33134

#### ARTICLE VIII - SUBSCRIBERS

The names and street addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

<u>Name</u>	<u>Address</u>
Nivia C. Fortun	c/o Marvin I. Wiener, Esq. 2121 Ponce de Leon Blvd., Suite 900 Coral Gables, Florida 33134

#### ARTICLE IX - REGISTERED AGENT

The street address of the initial Registered Office of this Corporation shall be 2121 Ponce de Leon Blvd., Suite 900, Coral Gables, Florida 33134 and the name of the initial Registered Agent at such address shall be MARVIN I. WIENER, ESQ.

IN WITNESS WHEREOF, the undersigned subscribing incorporator does hereby make, subscribe, acknowledge and certify that the foregoing Articles of Incorporation are true and correct and have hereunto set our hands and seals this 5<sup>th</sup> day of August, 2002.

Nivia C. Fortun  
Nivia C. Fortun

The undersigned whose street address is 2121 Ponce de Leon Blvd., Suite 900, Coral Gables, Florida 33134 accepts the designation as Registered Agent as is contained in the above Articles.

Marvin I. Wiener  
Marvin I. Wiener  
Registered Agent

STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of August, 2002, by NIVIA C. FORTUN of VIP HEALTHCARE, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Johanna Alcantara  
Notary Public  
State of Florida




Johanna Alcantara  
MY COMMISSION # CC620345 EXPIRES  
March 23, 2005  
BONDED THROUGH FARM INSURANCE, INC.

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RESIDENT AGENT  
CERTIFICATE

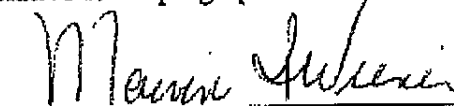
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That VIP HEALTHCARE, INC., desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of Coral Gables, County of Miami-Dade, State of Florida, has named MARVIN I. WIENER, Esq., as its agent to accept service of process within this state.

  
Nivia C. Fortun

## ACKNOWLEDGMENT

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.

  
Marvin I. Wiener  
Resident Agent

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