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July 26, 2002

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: MIDWIFERY ASSOCIATES OF SOUTH DADE, INC.

Dear Sirs:

Enclosed please find our check in the amount of \$87.50 for the filing of the Articles of Incorporation of MIDWIFERY ASSOCIATES OF SOUTH DADE, INC..

Very truly yours,

Allen H. Gruber, P.A.  
AHG/mm  
Enclosures: Check for \$87.50

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\*\*\*\*\*87.00 \*\*\*\*\*87.00

FILED  
02 AUG 21 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-21994

bm 8/22



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 9, 2002

ALLEN H BRUBER PA  
9100 S DADELAND BLVD SUITE 1550  
MIAMI, FL 33156

SUBJECT: MIDWIFERY ASSOCIATES OF SOUTH DADE, INC.  
Ref. Number: W02000021994

We have received your document for MIDWIFERY ASSOCIATES OF SOUTH DADE, INC. and your check(s) totaling \$87.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

IN #5 YOU STILL HAVE 2 PEOPLE LISTED AS THE REGISTERED AGENTS.  
ONLY 1 CAN BE LISTED.

If you have any further questions concerning your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filing Section

Letter Number: 102A00046083

**ARTICLES OF INCORPORATION  
OF  
MIDWIFERY ASSOCIATES OF SOUTH DADE, INC.**

**FILED**  
02 AUG 21 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607 of the Corporation Laws of the State of Florida:

The undersigned, for the purpose of forming a corporation pursuant to Florida Law, Section 607, hereby certifies as follows:

1. The name of the corporation shall be: MIDWIFERY ASSOCIATES OF SOUTH DADE, INC.

The purpose of the Corporation shall be:

a. Midwifery Services

b. To do everything necessary, proper or advisable for the accomplishment of any of the foregoing, provided the same not be inconsistent with the Laws of Florida.

2. The aggregate number of authorized share of stock the Corporation may issue is 50 shares of No par value stock.

3. The principal office of the Corporation shall be located at: 5630 SW 152 Court, Miami, Florida 33193.

4. – The amount of capital with which the Corporation shall begin business will be: \$300.00.

5. Lillian E. Romero is hereby designated as the Resident Agent of the Corporation upon whom process may be served. The address to which the Secretary of State shall mail a copy of any notice required by law is: 5630 SW 152 Court, Miami, Florida 33193.

6. There shall be 3 director(s) of the Corporation, who, unless otherwise provided by the By-Laws, shall hold office for the first year's existence of the Corporation or until their successors are elected or appointed and have qualified.

7. The names and addresses of the Directors of the Corporation are:

**Lillian E. Romero**

5630 SW 152 Court.

Miami, Florida 33193

**Sheila Simms Watson**

9745 SW 161 Street.

Miami, Florida 33157

**Marina Alzugaray**

c/o 5630 SW 152 Court.

Miami, Florida 33193

8. The names and addresses of the subscribers of these Articles of Incorporation are:

**Lillian E. Romero**

5630 SW 152 Court.

Miami, Florida 33193

**Sheila Simms Watson**

9745 SW 161 Street.

Miami, Florida 33157

**Marina Alzugaray**

c/o 5630 SW 152 Court.

Miami, Florida 33193

9. The names and addresses of the officers of the Corporation who shall hold office for the first year or until their successors are chosen are:

**Lillian E. Romero**

5630 SW 152 Court.

Miami, Florida 33193

**Sheila Simms Watson**

9745 SW 161 Street.

Miami, Florida 33157

**Marina Alzugaray**

c/o 5630 SW 152 Court.

Miami, Florida 33193

10. The address of the Registered Office of the Corporation shall be: 5630 SW 152 Court, Miami, Florida 33193.

11. The Registered Agent of the Corporation shall be: Lillian E. Romero.

12. The By-Laws of the Corporation may be created, altered or amended by the Directors of the Corporation in the following manner:

a. At any regular meeting, any Director may propose an addition or amendment to the By-Laws and such proposal shall thereafter be considered by the Directors. A majority of the shareholders shall ultimately decide on any alterations, amendments or deletions.

b. Notice of any such alteration of the By-Laws shall be given not more than ten (10) days after said vote and each Director shall be given a copy, as well as the Office of the Secretary of State.

13. Amendments to the Articles of Incorporation:

a. May be proposed by any Director of the Corporation.

b. Amendments shall be offered in writing to each Director ten (10) days prior to any scheduled meeting. Majority vote of the shareholders shall determine the passage of an amendment.

c. Each shareholder shall be awarded one vote for each share of common stock owned at the time of any meeting called for the purpose of voting on an amendment.

d. Amendments to the Articles of Incorporation which are subsequently adopted shall be duly noted in the Minute Book and a certified copy thereof shall be forwarded to the Secretary of State.

IN WITNESS WHEREOF, the subscriber(s) hereto set hand(s) and seal(s) this 5 day of August, 2002.

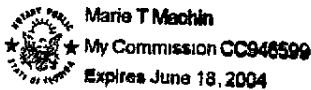
Lillian E. Romero  
LILLIAN E. ROMERO, CO-DIRECTOR

Sheila Simms Watson  
SHEILA SIMMS WATSON, CO-DIRECTOR

Marina Alzugaray  
MARINA ALZUGARAY, CO-DIRECTOR

STATE OF FLORIDA)  
                                )SS  
COUNTY OF DADE )

BE IT KNOWN, that this day before me personally appeared Lillian E. Romero , Sheila Simms Watson and Marina Alzugaray, known to me personally and acknowledged that the framing of the foregoing Articles of Incorporation was a free and voluntary act and that the facts therein are true and correct.



M. Mackin  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted: First, that (MIDWIFERY ASSOCIATES OF SOUTH DADE, INC), qualify(ies) under the Laws of the State

Page 6: MIDWIFERY ASSOCIATES OF SOUTH DADE, INC.

of Florida, with its principal place of business at City of Miami , State of Florida, has named LILLIAN E. ROMERO, located at 5630 SW 152 COURT. MIAMI, FLORIDA 33193, as its agents to accept service of process within Florida.

Signature: Lillian E. Romero.

Title: Co-Director

Date: 8-5-2002.

Signature: Lillian E. Romero.

Title: Co-Director

Date: 8-5-2002.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, we hereby agree to act in this capacity, and we further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties.

Signature: Lillian E. Romero.

Title: Co-Director

Date: 8-5-2002

Signature: Lillian E. Romero.

Title: Co-Director

Date: 8-5-2002

FILED  
02 AUG 21 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA