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

**PREMIUM HEALTH PLUS, INC**

Certificate of Status	0
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p.2

**ARTICLES OF INCORPORATION  
OF**

**PREMIUM HEALTH PLUS, INC**

**ARTICLE I**

**NAME**

The name of the corporation is:

**PREMIUM HEALTH PLUS, INC**

**ARTICLE II**

**NATURE OF CORPORATE BUSINESS**

To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a management advisory business relating to medical services, and medical providers. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm or corporation, domestic or foreign; to enter into and carry out agency or joint arrangement with other persons, firms, or corporations engaged in like or similar activities, and generally to exploit the services and objects of the Corporation by all lawful means

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall

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not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

750,000 shares, one common class, one cent (\$0.01) par value.

### **ARTICLE IV**

#### **CORPORATE EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE V**

#### **INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

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The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Oscar Angulo

Initial Registered Office: 2299 Douglas Road, Suite 302, Miami, Florida 33145

#### ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.



Oscar Angulo

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2) and the name and postal address of the initial directors of the initial board of directors are:

Name: Oscar Angulo P/D  
Address: 2291 SW 23 St. Miami, Florida 33145

Name: Teresita D. Gonzalez S/T  
Address: 2291 SW 23 St. Miami, Florida 33145

#### ARTICLE VII

##### INCORPORATOR

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The name and address of the incorporators executing these Articles of Incorporation are

Name: Oscar Angulo  
Address: 2291 SW 23 St. Miami, Florida 33145

Name: Teresita D. Gonzalez  
Address: 2291 SW 23 St. Miami, Florida 33145

#### ARTICLE VIII

##### PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

#### ARTICLE IX

##### ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerees shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by

Apr 17 03 02:24p

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305-444-4977

p.6

(( H03000124490 ))

any shareholder, may be otherwise alienated at the price and terms originally contemplated.

## ARTICLE X

### INITIAL ADDRESS

The street address in this state of the principal office of the corporation is:

2299 Douglas Road Suite 302 , Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned, as incorporator and initial director has  
executed the foregoing Articles of Incorporation on this \_\_\_\_ day of \_\_\_\_\_, A.D. 2003.



Oscar Angulo  
INCORPORATOR  
DIRECTOR

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