

**P03000054118**

B & F Medical Center, Inc  
510 NW 39<sup>th</sup> Ave  
Miami FL 33126

(Address)

(City/State/Zip/Phone #)

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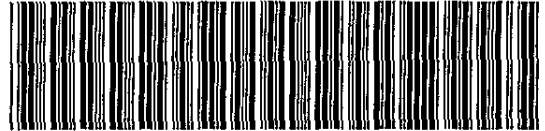
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03 MAY -7 AM 10:37

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**B & F MEDICAL CENTER, INC**

FILED  
03 MAY -7 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the Several Acts of Legislature of the State of Florida, do hereby subscribe to these Articles of Incorporation:

**ARTICLE I**

The name of the corporation is: **B & F MEDICAL CENTER, INC**

**ARTICLE II**

The general nature of the business to be transacted by this corporation is to provide medical care to patients, and other business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trade marks and licenses, in the state of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation in the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares at one (1) Dollar par value.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which the corporation will begin business is not less than One Thousand (1,000) Dollars.

**ARTICLE V**  
**TERMS OF EXISTENCE**

This corporation is to exist perpetually

**ARTICLE VI**  
**PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state of the principal office of this corporation is: 510 NW 39<sup>th</sup> Ave Miami FL 33126. The Board of Directors may from time to time, move the principal office to any other address in Florida.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The name and street address of the member of the first Board of Directors is:  
**Manuel Gonzalez-President, 510 NW 39<sup>th</sup> Ave Miami FL 33126**

**SUBSCRIBERS**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>SHARES</u></b>	<b><u>CONSIDERATION</u></b>
Manuel Gonzalez	510 NW 39 <sup>th</sup> Ave Miami FL 33126	To be assigned	To be assigned

**REGISTERED AGENT**

The initial designation of the registered office of this corporation shall be 510 NW 39<sup>th</sup> Ave Miami FL 33126, and the registered Agent shall be Manuel Gonzalez, 510 NW 39<sup>th</sup> Ave Miami FL 33126 Pursuant to Florida Statutes Section 607.164, having been named to accept to act in the capacity, and to comply with the provisions of the Act relative to keeping open said office.

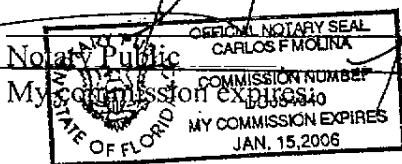
By: [Signature]  
Registered Agent

**FILED**  
**03 MAY -7 AM 10:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

**STATE OF FLORIDA)**  
**COUNTY OF MIAMI-DADE)**

**I, HEREBY CERTIFY** that on this day, before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appear **MANUEL GONZALEZ** to me known to be the person described as Registered Agent, in and who execute the foregoing Articles of Incorporation, acknowledged before me that executed those Articles of Incorporation.

**WITNESS** my hand and seal, in the County and State named above, this 5 day of May 2003



**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**IN WITNESS WHEREOF**, we, the incorporators above named, have hereunto set out hands and seals this 5 day of May 2003

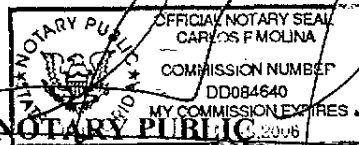
[Signature]

**STATE OF FLORIDA)**  
**COUNTY OF MIAMI-DADE)**

**I HEREBY CERTIFY** that on this day, before me, a Notary Public of the state of Florida duly authorized in the state and county named above, to take acknowledgments,

personally appeared **MANUEL GONZALEZ** to me known to be the persons described as subscribers in, and who executed the foregoing Articles of Incorporation, acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal, in the County and State named above, this 5 day of May 2003.



**MY COMMISSION EXPIRES:**  
**J&C OFFICES**  
**237 NW 12TH AVE SUITE F**  
**MIAMI FL 33128.**