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2003 DEC -1 PM 6:28  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

12/5/03

TRANSMITTAL LETTER

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2003 DEC -1 PM 6:28

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

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SUBJECT: Premier Specialist Medical Center, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

ARNOLDO COLAS

Name (Printed or typed)

2411 NW 23rd Court #1

Address

MIAMI, FL 33142

City, State & Zip

(305) 217-3458

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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**CERTIFICATE OF INCORPORATION**

2003 DEC -1 PM 6:28

**PREMIER SPECIALIST MEDICAL CENTER, INC.**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, hereby associate for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be: PREMIER SPECIALIST MEDICAL CENTER, INC.

**ARTICLE II**

The corporation may be engage in any activity of business permitted under the laws of the UNITED STATES and the State of Florida.

**ARTICLE III**

The number of shares of stocks, with \$ 500.00 per value, that this corporation is authorized to have outstanding at any time is 10 shares.

**ARTICLE IV**

The amount of capital with this corporation will begin business not be less than five hundred (\$500.00).

**ARTICLE V**

This corporation is to have perpetual existence.

**ARTICLE VI**

The principal office of this corporation shall be:

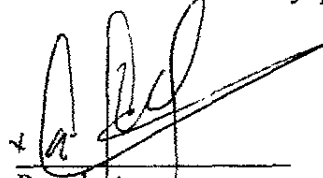
Office: 42 NW 27<sup>th</sup> Avenue, Suite # 308 Miami, Fl. 33125

Mail Address: Same


## ARTICLE VII

The number of Board Director of the Corporation shall not be less than one person. The Name and post office address of the first Board of Directors, who subject to the provision of the Certificate of Incorporation, the By-Laws and the acts of legislature, shall hold for the first year of the Corporation's existence or until their successor are elected and shall be duly qualified, is:

ARNOLDO COLAS  
2411 NW 23<sup>rd</sup> Court # 1  
Miami, FL. 33142

  
\_\_\_\_\_  
President

EMILENES DOMINGUEZ  
8095 NW 8<sup>TH</sup> Street # 207  
Miami, FL. 33126

  
\_\_\_\_\_  
Vice- President

## ARTICLE VIII

The number of shares of each subscriber to the Certificated of Incorporation is as follow:

ARNLODO COLAS

50%

EMILENES DOMINGUEZ

50%

## ARTICLE IX

No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a director of officer of are Directors of Officer of such other Corporation.

The Corporation shall have the further right and power to from time to time, to determine whether and to what extent, at what time and places and under what conditions and regulations the accounting books of this Corporation, other that the stock book, or any of them shall be open to inspection of the stockholders, and no stockholders shall have any right if the inspections any account book or document of this Corporation, except as conferred by statue, unless authorized by resolutions of Stockholders or Board of Directors. The Corporation, in its By-Laws confers powers foregoing and in addition to the powers authorized and expressly conferred by Statutes. Both stockholders and Directors shall have the power [, in the By-Laws so provide, to offices, within or without the State of Florida, and to keep the books of this Corporation subject to the provisions of the statute outside the State of Florida at such places as may from time to time or designated by the Board of Directors.

The Corporation reserves the right to amend, or repeal any provision contained in the Certificated Statute, and all rights referred upon the stockholders herein or granted subject to this reservation.

#### ARTICLE X

The Corporation shall have the power to purchase or otherwise acquired directly or indirectly through ownership of stock in any corporation, all or any part of the business, goodwill, rights, property, assets or any individual, and to pay for the same in cash with the stock of this Corporation, bonds, or otherwise, and hold or in the same manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part of the business so acquired, provided that of the state of Florida, and any acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

To enter into general partnerships, limited partnerships (whether the Corporation be a limited or general partnership) joint ventures, syndicates, polls, associations, and other arrangement for carrying one or more of the purposes set forth herein jointly or in common with others, so long as the Corporation would have the power to do so long.

The undersigned, being each and shall of the original subscribers to the capital stock here in above named for the purpose of forming a Corporation for profit to do business both within and without the State of Florida, do hereby make subscribe, and acknowledge and file this certificate declaring and certifying that the facts herein stated are true, and do respectively agree to abide by the articles as herein stated.

The undersigned incorporator has executed this Articles of Incorporation this 22<sup>nd</sup> day of November 2003.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CERTIFICATED OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICER**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICER/ REGISTERED AGENT IN THE  
STATE OF FLORIDA

The name of the corporation is: PREMIER SPECIALIST MEDICAL CENTER, INC.

The name and address of the registered agent and office is:

EMILENES DOMINGUEZ  
8095 NW 23TH COURT # 1  
MIAMI, FL. 33126

Having been named as registered agent and to accept service of process for the above  
state corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.

  
EMILENES DOMINGUEZ  
REGISTERED