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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. SOMAX MEDICAL CENTER INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

## **ARTICLES OF INCORPORATION**

### **SOMAX MEDICAL CENTER INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of State of Florida, under the provisions of the Chapter 607 of Florida Statutes, providing for the formation, liability, rights, privileges and immunities for a Corporation, for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

#### **ARTICLE ONE**

##### **Name of the Corporation**

The Name of the Corporation shall be:

**SOMAX MEDICAL CENTER INC.**

#### **ARTICLE TWO**

##### **Nature of Business**

The general nature of business to be transacted by this corporation shall be:

Any activity and business permitted under the Laws of the State of Florida including but not limited to health services.

#### **ARTICLE THREE**

##### **Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be **500 shares**, each having a par value of **\$1.00 per share**. Each of said shares of stock shall entitle the holder thereof to 1 (one) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such Purpose. All stock when issued shall be fully paid for and shall be non-assessable.

## **ARTICLE FOUR**

### **Initial Capital**

The amount of capital with which this Corporation shall begin doing business shall be:  
**Five Hundred Dollars (\$500.00)**

## **ARTICLE FIVE**

### **Term of Existence**

This Corporation shall be of perpetual existence.

## **ARTICLE SIX**

### **Principal Office**

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

**1892-H Abbey Road  
West Palm Beach, Fl. 33415**

## **ARTICLE SEVEN**

### **Directors**

There shall be a Board of Directors for this Corporation which consist of **ONE** persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one. Each of said Directors shall be of full age and all of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

**ARTICLE EIGHT**  
Initial Board of Directors

The names and address of the First Board of Directors shall be as follows:

Name	Addresses	Office
<b>Rafael O. Nunez</b>	<b>1892-H Abbey Road West Palm Beach, Fl. 33415</b>	<b>President</b>

**ARTICLE NINE**  
Subscribers

The names and addresses of each subscriber of these Articles of Incorporation and the number of shares of stock each agree to purchase are:

Name	Addresses	Share
<b>Rafael O. Nunez</b>	<b>1892-H abbey Road West Palm Beach, Fl. 33415</b>	<b>500</b>

**ARTICLE TEN**  
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation: any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been know to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this Corporation, with like force and effect as if he were not such Director of officer of such Corporation or not so interested.

**ARTICLE ELEVEN**  
**Amendment**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

**IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 15<sup>th</sup> of July of the year 2004.**



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**Rafael O. Nunez**  
**President**

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

**SOMAX MEDICAL CENTER INC.**


2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

**Rafael O. Nunez  
1892-H Abbey Road  
West Palm Beach, Fl. 33415**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED 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.

SIGNATURE

DATE

  
7/28/4

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DIVISION