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

1. Medicus Healthcare Center, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<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

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Examiner's Initials

ARTICLE OF INCORPORATION

OF

MEDICUS HEALTHCARE CENTER, INC.

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

ARTICLE ONE: NAME

The name of the corporation shall be: Medicus Healthcare Center, Inc.

ARTICLE TWO: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 6405 NW 27th Avenue, Miami, Florida 33147.

ARTICLE THREE: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of Series "A" common stock, 10,000,000 shares of Series "B" common stock and 10,000,000 shares of preferred stock. Such shares shall have no par value.

ARTICLE FOUR: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Felix J. Martin, Esq., 6405 NW 27th Avenue, Miami, Florida 33147.

ARTICLE FIVE: INCORPORATORS(S)

The names and street addresses of the incorporator to these Articles of Incorporation is Felix J. Martin, Esq., 6405 NW 27th Avenue, Miami, Florida 33147.

ARTICLE SIX: DIRECTORS

The number of directors constituting the initial board of directors of the corporation is **one**. The number of directors may be changed upon a majority vote of the shareholders, but shall never be less than **one**.

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ARTICLE SEVEN: CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE EIGHT: PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

- 1 In general to promote the interests of the corporation in its activities which are in any way related to investing and lending funds of the corporation for a profit, and to enhance the value of its properties.
- 2 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 franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
- 3 To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and executed such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.
- 4 To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- 5 To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares or the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all the rights to vote such stock,
- 6 To engage in any activities or businesses permitted under the Laws of the United States and the State of Florida.
- 7 To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE NINE: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the new stock is offered to others.

ARTICLE TEN: INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE ELEVEN: AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Miami-Dade County, Florida on this 14th day of September, 2005.


FELIX J. MARTIN
Incorporator.

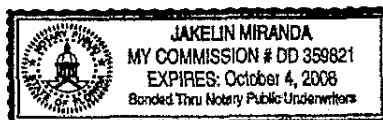
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

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 **FELIX J. MARTIN**, to me known to be the person(s) described as incorporators in and who executed the foregoing described Articles of Incorporation, who executed the accompanying acknowledgment as Registered Agent of the above corporation, and he/she/they acknowledged before me that he/she/they subscribed his/her/their name(s) hereto for the purposes herein expressed.

WITNESS my hand and official seal at Miami-Dade County, Florida this 14 day of September, 2005.


NOTARY PUBLIC
State of Florida at Large.

My Commission Expires:



**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of **Chapter 607.34, Florida Statutes**, the following is submitted, in compliance with said Act:

That **Medicus Healthcare Center, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the County of Miami-Dade, State of Florida, has named **Felix J. Martin**, whose office is located at 6405 NW 27th Avenue, Miami, Florida 33147, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



FELIX J. MARTIN
Registered Agent

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