

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

HCA GROUP, INC.

Certificate of Status	0
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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
HCA GROUP, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The corporate name shall be: HCA GROUP, INC.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
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, and to enhance the value of its properties.
2. To engage in business opportunities of any kind.
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.

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**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100 shares. Such shares shall be of a single class, and shall have \$1.00 par value.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

The name of the registered agent and the street address of the principal registered office of the corporation is: Lazaro J. Lopez, Esq., 2600 S Douglas Road, PH-10, Coral Gables, Florida 33134.

**ARTICLE SIX
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is 1, and shall never be less than one. The name and address of each person(s) who is to serve as a member of the initial board of directors is (are):

Maria Emilia Castro
6745 SW 53 Street
Miami, Florida 33155

**ARTICLE SEVEN
INCORPORATORS**

The name and street address of the incorporator(s) are:

Maria Emilia Castro
6745 SW 53 Street
Miami, Florida 33155

**ARTICLE EIGHT
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.

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**ARTICLE NINE
INDEMNIFICATION**

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

**ARTICLE TEN
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 has made and subscribed these Articles of Incorporation at Miami-Dade County, Florida on this 6th day of October, 2005.



Maria E. Castro, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT AND ACCEPTANCE OF
APPOINTMENT AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designed in these Articles, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 6th of October, 2005.


Lazaro J. Lopez, Esq.

**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 appeared Lazaro J. Lopez, Esq., who is personally to me to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged subscribing her name thereto for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 6th day of October, 2005.


NOTARY PUBLIC

My Commission Expires:



Ivette A. Fasco
Commission #DDJ11854
Expires: May 26, 2008
Bonded Third
Atlantic Bonding Co., Inc.