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FLORIDA PROFIT/NON PROFIT CORPORATION

la scala health care corp

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ARTICLES OF INCORPORATION

OF

LA SCALA HEALTH CARE CORP

The undersigned incorporator(s) hereby forms the following corporation under the laws of the State of Florida:

**ARTICLE I
NAME**

The name of this corporation is: **LA SCALA HEALTH CARE CORP**

**ARTICLE II
PURPOSE**

The corporation is organized to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to issue is 100 shares of common stock. Said shares shall be of a single class and shall have a par value of \$1.00.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation is to exist perpetually as permitted by the laws of the State of Florida.

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**ARTICLE V
REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial registered office of this corporation shall be:

**JUSTA DAVILA
6172 SW 164 CT MIAMI, FLORIDA 33193**

**ARTICLE VI
DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but number shall never be less than one (1). The name and street address of the initial director of the corporation is:

JUSTA DAVILA 6172 SW 164 CT MIAMI, FLORIDA 33193

**ARTICLE VII
OFFICERS**

The names and addresses of each of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

JUSTA DAVILA 6172 SW 164 CT MIAMI, FLORIDA 33193

**ARTICLE VIII
INCORPORATORS**

The name and street address of the incorporator is:

JUSTA DAVILA 6172 SW 164 CT MIAMI, FLORIDA 33193

**ARTICLE IX
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 others.

**ARTICLE X
CUMULATIVE VOTING**

At each election for Directors, cumulative voting by Shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

**ARTICLE XI
THE ADDRESS OF THE CORPORATION:
LA SCALA HEALTH CARE CORP
6172 SW 164 CT MIAMI, FLORIDA 33193**

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the keeping open said office.

BY: Justa Davila
JUSTA DAVILA

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ARTICLE XII
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 26 day of April, 2006.

By Justa Davila
JUSTA DAVILA

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