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*Bussan*

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA PROFIT/NON PROFIT CORPORATION

HEALTH CARE & ASSOCIATES OF MIAMI INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

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**ARTICLES OF INCORPORATION  
OF  
HEALTH CARE & ASSOCIATES OF MIAMI INC.**

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**ARTICLE I- NAME**

The name of this Corporation is **HEALTH CARE & ASSOCIATES OF MIAMI INC.**

**ARTICLE II- DURATION**

This Corporation shall have a perpetual existence commencing on the Date of Filing.

**ARTICLE III- PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of this Corporation is Guillermo Toledo of 1340 NW 103 Street Miami FL 33147, the principal place of business of the corporation shall be 1340 NW 103 Street Miami FL 33147.

**ARTICLE VI- INITIAL BOARD OF DIRECTORS**

This Corporation shall have One (1) Director(s) initially. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than One.

Name	Address
Guillermo Toledo	1340 NW 103 Street
President	Miami FL 33147

#### ARTICLE VII-LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

#### ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE IX-PREEMPTIVE RIGHTS

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

#### ARTICLE X- INCORPORATOR

The person signing these articles is Guillermo Toledo of 1340 NW 103 Street Miami, FL 33147.

#### ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles or Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27<sup>th</sup> day of September 2006.

  
Guillermo Toledo

**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of sections 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

**HEALTH CARE & ASSOCIATES OF MIAMI INC**, A Corporation organized under the laws of the State of Florida has name Guillermo Toledo of 1340 NW 103 Street Miami, FL 33147 Miami Dade County, State of Florida, as its agent to accept service of process within this state.

  
Guillermo Toledo

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR **HEALTH CARE & ASSOCIATES OF MIAMI INC**, A FLORIDA CORPORATION, AND THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this September 27<sup>th</sup> 2006.

  
Guillermo Toledo

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