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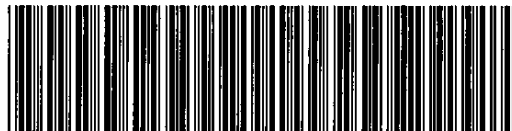
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**LAZARUS  
CORPORATE FILING SERVICE**

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

1. HEALING AT MIAMI LAKES  
(Corporation Name) (Document #)
2. PEDIATRICS and MEDIC91  
(Corporation Name) (Document #)
3. center, INC.  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

**ARTICLES OF INCORPORATION OF  
HEALING AT MIAMI LAKES PEDIATRICS AND MEDICAL CENTERS, INC.**

**Article I Name of Corporation**

The name of the corporation shall be:

**Healing at Miami Lakes Pediatrics and Medical Center, Inc.**

**Article II Principal Office**

The principal place of business/ mailing address is:

15600 N. W. 67<sup>th</sup> Avenue, Suite 109  
Miami Lakes, Florida 33014

**Article III Purposes**

Section 3.01. Purposes. The purposes for which the corporation is organized are as follows:

- a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States of America.
- b. To engage in the medical care of patients including pediatrics services and any other medical lawful endeavors.
- c. To do everything necessary, advisable, convenient and proper for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities, or interests in, any general or limited partnership,

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association, corporation, trust, syndicate, or other firm or entity; and to a like extent in association or corporation or any government or subdivisions, agency or instrumentality thereof.

- d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.
- e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

**Section 3.03. Conducting Business in Other Jurisdictions.** The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country, and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States or foreign country.

**Section 3.04. Carrying Out Purposes and Powers.** The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

#### **Article IV Capital Stock**

**Article 4.01. Number of Authorized Shares.** The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each having the par value of ten (\$.10) cents, unless altered by a vote of the Board of Directors of this Corporation in the corresponding meeting.

**Article 4.02. Voting Rights.** Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Article 4.03. Consideration for Stock. Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors at any regular or special meeting.

Article 4.04. Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

#### **Article V Registered Office Agent**

The name and Florida street address registered agent is:

Jacqueline M. Fernandez, Esquire  
The Law Offices of Jacqueline M. Fernandez, LLC  
9600 N. W. 38<sup>th</sup> Street, Suite 301  
Doral, FL 33178

#### **Article VI Fundamental Changes and Directors**

Article 6.01. Fundamental Changes. The affirmative vote or written consent of the holder of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporation action:

- a. Merger or consolidation of the Corporation.
- b. Reduction or increase of the stated capital of the Corporation.
- c. Sale of a major portion of the property or assets of the Corporation.
- d. Dissolution or liquidation of the Corporation.

Article 6.02. Directors. This Corporation shall have one director initially by the name of JULIAN A. TORRES, MD., of 15600 N. W. 67<sup>th</sup> Avenue, Suite 109, Miami Lakes, Florida 33014. The person named as director shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever first occurs. The Directors do not need to be Florida residents or shareholders in the Corporation. The number of directors may be changed from time to time by the By-Laws, but must be at least one director at all times.

#### **Article VII Officers**

The initial officers of this Corporation shall be as follows: President and Treasurer: JULIAN A. TORRES, MD., of 15600 N. W. 67<sup>th</sup> Avenue, Suite 109, Miami Lakes, Florida 33014 and as Secretary: DAYMI TORRES of 15600 N. W. 67<sup>th</sup> Avenue, Suite 109, Miami Lakes, Florida 33014. The persons named initial officers shall hold office for the first year of existence of this Corporation or until such persons' successors are elected or appointed and have qualified, whichever first occurs.

**Article VIII Incorporator**

The name and address of the Incorporator is:

The name and street address of the person signing these Articles of Incorporation as the Incorporator is JULIAN A. TORRES, MD., of 15600 N. W. 67<sup>th</sup> Avenue, Suite 109 Miami Lakes, Florida 33014.

**Article IX Indemnification**

The Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

**Article X Amendment**


This Corporation reserves the right to amend any provision of these Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida on this 29<sup>th</sup> day of November, 2006.

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 am familiar with and accept the appointment as registered agent agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent

11-29-06  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

11-29-06  
\_\_\_\_\_