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FLORIDA PROFIT/NON PROFIT CORPORATION

SouthMed Healthcare, Inc.

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ARTICLES OF INCORPORATION OF SOUTHMED HEALTHCARE, INC.

ARTICLE I - NAME

The name of this Corporation is *SouthMed Healthcare, 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 1,000 shares of no par common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Cira Elena Figueroa and the street address of the initial registered office of this Corporation is 1303 NW 78 Avenue, Miami, Florida, 33126.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is Cira E. Figueroa and her address is 285 NW 121 Court, Miami, Florida 33182.

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, amended or repealed by either the Stockholder(s) or Director(s).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

THIS INSTRUMENT PREPARED BY:

J. L. Quintana, Esquire
Quintana & Associates, P.A.
338 Minorca Avenue
Coral Gables, FL 33134
Telephone (305) 446-0300
Florida Bar #768987

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**PAGE TWO OF ARTICLES OF INCORPORATION
OF SOUTHMED HEALTHCARE, INC.**

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 Cira Elena Figueroa and her address is 285 NW 121 Court, Miami, Florida 33182

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 1303 NW 78 Avenue, Miami, Florida 33126. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

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

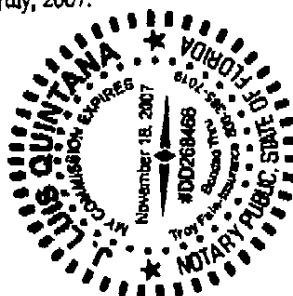
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 11 day of July, 2007.

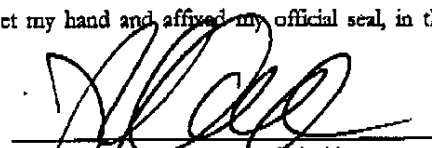

Cira Elena Figueroa

STATE OF FLORIDA)
COUNTY OF MIAMI DADE) ss.

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared Cira Elena Figueroa known to me and known by me to be the person(s), who, as Incorporator(s), executed the foregoing Articles of Incorporation of SOUTHMED HEALTHCARE, INC., a Florida Corporation, and acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11 day of July, 2007.




NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

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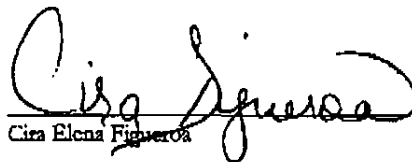
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

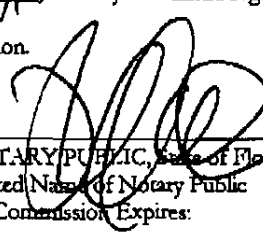
First, that SouthMed Healthcare, Inc., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Cira Elena Figueroa, located at 1303 NW 78 Avenue, Miami, Florida 33126, as its agent to accept service of process within this State.

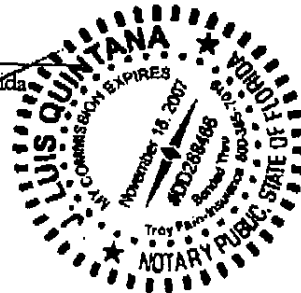
Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of her duties, i.e., Section 607.325 F.S.

Dated this July 11, 2007.


Cira Elena Figueroa

SWORN TO AND SUBSCRIBED before me this July 11, 2007 by Cira Elena Figueroa ☒ who is personally known to me or ☐ who produced her driver license as identification.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



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