

P95000018051

FILED

95 MAR -3 PM 11:12

SECRET
TALLAHASSEE, FL

December 8, 1994

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

300001357323
-12/19/94--01123--011
***122.50 ***122.50

RE: E & M MEDICAL CENTER

Dear Sirs:

Enclosed please find check in the sum of \$122.50 for the filing and one certified copy of the above referenced corporation.

Please forward to the undersigned a certified copy of the Articles of Incorporation as soon as possible. A self addressed stamped envelope for each corporation is enclosed.

Thank you for your cooperation.

Very truly yours,

Miriam Hernandez
MIRIAM HERNANDEZ
Encl.

*Per Miriam:
Change RA address
to principal address.*

*WGT-26952
RA
3-6-95*



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 20, 1994

MIRIAM HERNANDEZ
5401 COLLINS AVE.
#931
MIAMI BEACH, FL 33140

SUBJECT: E & M MEDICAL CENTER
Ref. Number: W94000026952

We have received your document for E & M MEDICAL CENTER and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

MS. MIRIAM HERNANDEZ
5401 COLLINS AVE., NO. 931
MIAMI BEACH, FLORIDA 33140
(305) 823-3000

February 7, 1995

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SCIENTIFIC CLINIC, INC.

Dear Sir/Madam:

Enclosed please find original and copy of Articles of Incorporation regarding SCIENTIFIC CLINIC, INC. for the filing and a return copy of the issued article. Also enclosed is our check in the sum of \$122.50 representing your fee for same.

Should you have any questions or comments, please do not hesitate to contact me at (305) 823-3000, between 1:00 p.m. - 6:30 p.m.

Sincerely,

MIRIAM HERNANDEZ
Encls.

ARTICLES OF INCORPORATION
OF
SCIENTIFIC CLINIC, INC.

FILED
95 MAR -6 PM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is SCIENTIFIC CLINIC, INC., 4980 West 10th Avenue., Suite 206, Hialeah, Florida 33012.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock to have outstanding is 60 shares of Common Stock of a par value of NONE. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

The street address of the initial registered office of the corporation in the State of Florida is 4980 West 10th Avenue, Suite 206, Hialeah, Florida 33012. The name of the initial registered agent of this corporation is MIRIAM HERNANDEZ, ^{at the above address,} ~~5401 Collins Ave., No. 931, Miami Beach, Florida 33140.~~

ARTICLE VI

INITIAL BOARD OF DIRECTOR(S)

The corporation shall have TWO (2) director(s) initially. The number of director(s) may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

The name and street address of the initial director(s) of this corporation is MIRIAM HERNANDEZ, 5401 Collins Avenue, No. 931, Miami Beach, Florida 33140, President, Henry Almeyda, 13204 S.W. 13th Street, Miami, Florida 33184, Secretary/Treasurer.

ARTICLE VII

INCORPORATOR(S)

The name and address of the incorporator(s) to these Articles of Incorporation MIRIAM HERNANDEZ, 5401 Collins Ave., No. 931, Miami Beach, Florida 33140 and HENRY ALMEYDA, 13204 S.W. 13th Street, Miami, Florida 33184, Secretary/Treasurer.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE XI-BUY-OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days

from the date that the audit is completed and the balance thirty days thereafter.

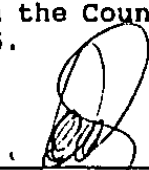
IN WITNESS WHEREOF, the undersigned incorporator(s) has(ve) executed these Articles of Incorporation this 7 day of February, 1995.


MIRIAM HERNANDEZ

STATE OF FLORIDA)
COUNTY OF DADE) SS.:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments personally appeared MIRIAM HERNANDEZ of 5401 Collins Avenue, No. 931, Miami Beach, Florida 33140, to me known to be the person(s) described as Subscriber(s) in, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28 day of February, 1995.



NOTARY PUBLIC
State of Florida

My Commission Expires:



ESPERANZA ARCE-NUNEZ
My Commission CC407762
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555



ESPERANZA ARCE-NUNEZ
My Commission CC407762
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555

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

First, SCIENTIFIC CLINIC, INC., 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 designated MIRIAM HERNANDEZ ~~of 5401 Collins Avenue, No. 931, Miami Beach, Florida 33140~~, as its agent to accept service of process within this State. Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

Miriam Hernandez
MIRIAM HERNANDEZ
Registered Agent

FILED
55 MAR - 6 11 10
SECRET
TALLAHASSEE