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901 PONCE de LEON BOULEVARD
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CORAL GABLES, FLORIDA 33134-3009

ROBERT H. GREGORY
WILLIAM E. GREGORY

TELEPHONE
(305) 446-5144

February 9, 1995

THE SECRETARY OF STATE, Florida
Division of Corporations
P.O. Box 627
Tallahassee, Florida 32314

RECORDED 14075158
-02/14/95-01033-000
****122.50 ****122.50

Re: Summit Health Management, Inc.

Dear Secretary Of State:

Enclosed please find check number 1197 in the amount of \$122.50 payable to the Secretary of State of Florida for the incorporation of SUMMIT HEALTH MANAGEMENT, INC.. This check is to cover the filing fee, Certificate Designating Registered Agent, charter tax and certified copy of the charter documents. Also enclosed is the original and one copy of the Articles of Incorporation and Certificate Of Designating Place Of Business Or Domicile For The Service Of Process Within This State, Naming Agent Upon Whom Process May Be Served along with the enclosed self-addressed, stamped envelope for your convenience in forwarding the certified copies of the requisite documents.

As my client is very eager to secure the name of SUMMIT HEALTH MANAGEMENT, INC. for her business, time is of the essence and consequently, I would appreciate your immediate attention to this matter. If you have any questions with regard to this, please do not hesitate to contact me.

Very truly yours,

WILLIAM E. GREGORY, ESQ.

WEG: mt

encl.

cc: Vivian V. Lehman



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1995

WILLIAM E. GREGORY
901 PONCE DE LEON BLVD.
10TH FLOOR, PENTHOUSE SUITE
CORAL GABLES, FL 33134-3009

SUBJECT: SUMMIT HEALTH MANAGEMENT, INC.
Ref. Number: W95000003456

We have received your document for SUMMIT HEALTH MANAGEMENT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A post office box is not an acceptable address for the registered agent.

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) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 095A00006738

ARTICLES OF INCORPORATION

OF

SUMMIT HEALTH MANAGEMENT, INC.

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

ARTICLE I

NAME

The name of this corporation is SUMMIT HEALTH MANAGEMENT, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State in Tallahassee, Florida.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 7350 N.W. 7th Street, Suite 104, Miami, Florida 33126. The name of the registered agent of this corporation is: VIVIAN V. LEHMAN. The principal office of the corporation is the same as the registered office.

FILED
MAR - 9 4 18:03
TALLAHASSEE, FLORIDA

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and address of the initial directors of this corporation are as follows:

VIVIAN V. LEHMAN
1311 Castile Avenue
Coral Gables, FL 33134

RODOLFO ROIG
1610 South Bayshore Drive
Coconut Grove, FL 33133

ARTICLE VII

INCORPORATORS

The names and address of the persons signing these articles are:

VIVIAN V. LEHMAN
1311 Castile Avenue
Coral Gables, FL 33134

RODOLFO ROIG
1610 South Bayshore Drive
Coconut Grove, FL 33133

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

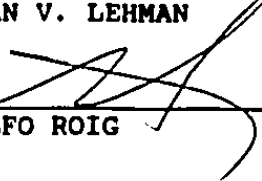
ARTICLE XI

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers and Incorporators have executed these Articles of Incorporation at Miami, Dade County, Florida, for the use and purposes aforestated on this 26 day of February, 1995.


VIVIAN V. LEHMAN


RODOLFO ROIG

SWORN TO AND SUBSCRIBED before me on this 26th day of February, 1995.


NOTARY PUBLIC - STATE OF FLORIDA AT LARGE

My commission expires: 7/25/98



F. FERNANDEZ
My Commission CG395294
Expires Jul. 25, 1998
Bonded by HAU
G00-422-1855

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

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

That, SUMMIT HEALTH MANAGEMENT, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named VIVIAN V. LEHMAN located at 7350 N.W. 7th Street, Suite 104, Miami, Florida 33126, County of Dade, State of Florida, as its agent to accept services of process within this State.

ACKNOWLEDGEMENT;

Having been named to accept services of process for the above stated corporation, at the 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: 
VIVIAN V. LEHMAN
Registered Agent

FILED
55 MAR -8 AM 9:03
CLERK OF COURT
JANUARY 11 1988