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T DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HEALTH CENTER MANAGEMENT INC.
FAX AUDIT NUMBER: H95000002758
DATE REQUESTED: 03/09/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:56:08

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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03/09/1995

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95 MAR 10 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEALTH CENTER MANAGEMENT INC.

We, the undersigned, are desirous of forming corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I

The name of the corporation shall be HEALTH CENTER MANAGEMENT INC. and its principal place of business shall be 351 N.W. LeJeune Road, Miami, Florida 33126

ARTICLE II

GENERAL NATURE OF BUSINESS

The General purpose or objects to be transacted, promoted, or carried on by this corporation are:

Any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

SHARES OF STOCK-NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock at the par value of \$1.00 per share.

The shares shall carry no pre-emptive rights.

ELENA C. TRULER, ESQ.
6870 CORAL WAY
MIAMI, FL 33155
(305) 667-4440
FL. BAR NO. 0705040

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Stock in this corporation shall be paid for in lawful money, of the United States of America, or in property, labor or services, provided that where stock is paid for in or by property, labor, services the just value thereof shall be fixed by the incorporators, or the Board of Directors, in the manner prescribed by state statute.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the Corporation will begin business will be a minimum of \$500.00.

ARTICLE V.

DURATION

This corporation is to have perpetual existence, commencing upon the approval of the Secretary of State of this Article of Incorporation.

ARTICLE VI

DIRECTORS

The affairs of this Corporation will be managed by a Board of Directors numbering at least TWO (2). The names and addresses of the individuals who are to serve as directors are as follows:

Mercedes Daddah - President

Elena C. Tauler - Vice President

ARTICLE VII

OFFICERS

The names and addresses of the individuals who will serve as the initial officers of the corporation until now

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officers are appointed at the first meeting of the shareholders, are as follows:

Mercedes Daddah - President

Elena C. Tauler - Vice President

351 N.W. LeJeune Road, Miami, Florida 33126

ARTICLE VIII

SUBSCRIBERS

The names and addresses of the individuals who will serve as the initial officers of the corporation are as follows:

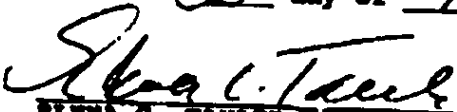
MERCEDES DADDAN - President

ELENA C. TAULER, - VICE PRESIDENT

ARTICLE IX

The corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 20th day of February, 1995.


ELENA C. TAULER, INCORPORATOR

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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 SERVICED.**

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

That HEALTH CENTER MANAGEMENT INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation at the City West Palm Beach, County of Palm Beach and State of Florida, has named ELENA C. TAULER, ESQ. 6870 Coral Way, Miami, Florida 33155, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state Corporation, at the place designated in the Article, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ELENA C. TAULER, ESQ.
Attorney

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TALLAHASSEE, FLORIDA

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