

3/13/95  
p95-20193

ARTICLES OF INCORPORATION

OF

POLYCLINIC ENTERPRISES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: POLYCLINIC ENTERPRISES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transferred and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. Professional Medical Office.
- b. To conduct and operate any and all other kind of business or affairs authorized by the laws of the State of Florida and of the United States of America.

ARTICLE III - CAPITAL STOCKS

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share

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and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

#### ARTICLE IV - PRE-EMPTY RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase if offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### ARTICLE V - DURATION AND BEGINNING OF CORPORATION EXISTENCE

The corporation shall exist perpetually. The date when the corporation existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of the State of Florida.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 15535 Miami Lakeway North #210, Miami Lakes, Fl. 33014 and the name of the initial registered agent of this corporation is Jose A. Orcasita-Ng.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

JOSE A. ORCASITA-NG President/Director	15535 Miami Lakeway North #210 Miami Lakes, Fl. 33014
JOSE A. HERNANDEZ Vice President	7740 S.W. 89th Avenue Miami, Fl. 33173
ANTONIO H. WONG Secretary	6523 Champlain Terr. Davie, Fl. 33331
JUAN F. ARTEAGA Treasurer	25 N.E. 116 St. Miami, Fl. 33161
BALDEV LALLI Director	911 E. Ponce De Leon Blvd. #601 Miami, Fl. 33134

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JOSE A. ORCASITA-NG  
15535 Miami Lakeway North # 210  
Miami Lakes, Fl. 33014

ARTICLE IX - BYLAWS

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

#### ARTICLE X - INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

#### ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 1995.

*Jose A. Orcasita Ng*  
JOSE A. ORCASITA-NG  
Incorporator

STATE OF FLORIDA )

) SS.

COUNTY OF DADE )

*Observed before me*  
*Shirley L. Brown*  
# 0622-421-54-046  
Exp. 2/14/96

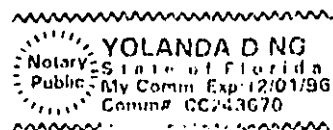
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Jose A. Orcasita-Ng known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of

March 1995

*Yolanda D. Ng*  
NOTARY PUBLIC  
State of Florida at Large

My commission Expires: 12/01/96



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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: POLYCLINIC ENTERPRISES, INC.  
15600 N.W. 67th Ave. # 306  
Miami Lakes, Fl. 33014

2. The name and address of the registered agent is:

JOSE A. ORCASITA-NG  
15535 Miami Lakeway North  
Miami Lakes, Fl. 33014

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

March 2nd, 1995  
Date

Jose A. Orcasita-NG  
Signature

# P95000020193

*Polyclinic Enterprises, Inc.*

15000 NW 67th Ave., Suite 306  
Miami Lakes, Florida 33014

Phone: (305) 362-5516  
Fax: (305) 827-1581

September 16, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Attn.: Ms. Thelma Lewis, Corporate Specialist Supervisor

Subject: Polyclinic Enterprises Inc.,  
Ref. Number: P95000020193  
Letter Number: 797A00039781

As per your letter dated August 5, 1997, please find Articles of Dissolution in compliance with section 607.1403, and a check in the amount of \$87.50 to cover for the filing of a certificate of withdrawal and for a certified copy of the dissolution.

Sincerely,

**POLYCLINIC ENTERPRISES, INC.**

  
**Jose A. Orcasita-Ng, MD**  
President

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DIVISION OF CORPORATIONS  
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CC





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 5, 1997

JOSE A. ORCASITA-NG, MD  
POLYCLINIC ENTERPRISES, INC.  
15600 NW 67TH AVE., SUITE 306  
MIAMI LAKES, FL 33014

SUBJECT: POLYCLINIC ENTERPRISES, INC.  
Ref. Number: P95000020193

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 797A00039781

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: POLYCLINIC ENTERPRISES, INC.

SECOND: The date dissolution was authorized: DECEMBER 30, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

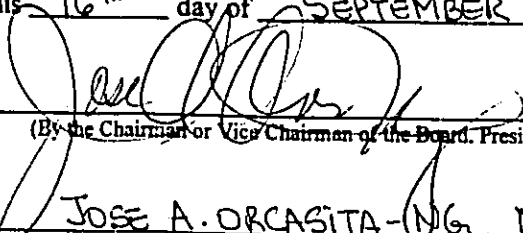
*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 16<sup>TH</sup> day of SEPTEMBER, 19 97

Signature

  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

JOSE A. ORCASITA-NG, M.D.  
(Typed or printed name)

PRESIDENT

(Title)

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DIVISION OF CORPORATION  
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