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STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 302-  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3694  
FAX: (305) 541-3770  
(((H95000003647))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: HEALTH CARE ADN THERAPY CENTER, INC.  
FAX AUDIT NUMBER: H95000003647 CURRENT STATUS: REQUESTED  
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TALLAHASSEE, FLORIDA

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23 APR 1995

MR-20-1995 11:07 FROM EMPIRE TO DIV CORP

OF  
HEALTH CARE AND THERAPY CENTER, INC.

ARTICLE I-NAME

The name of this corporation shall be HEALTH CARE AND THERAPY CENTER, INC.

ARTICLE II-NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted are:

A. To engage in or transact any lawful business for which corporations may be incorporated under Florida General Corporation Act. No other purpose limits the general purpose in any way.

B. To do such other things incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

C. To provide medical services for the public and private sectors.

ARTICLE III-AUTHORIZED SHARES

The maximum number of shares that this corporation is authorized to issue is one hundred (100) shares of common stock having \$1.00 par value per share.

ARTICLE IV-PREEMPTIVE RIGHTS

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

These Articles prepared by: Arnold L. Lieberman, Esq.  
1840 W. 49th Street  
Suite 520  
Hialeah, Florida 33012  
Florida Bar No.: 200719  
(305) 556-8600

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**ARTICLE V-PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation shall be 1831 S.W. 27th Avenue, Miami, Florida 33145 with the privilege of having branches and offices in other places within or without the State of Florida.

**ARTICLE V-A-REGISTERED AGENT**

The street address of the initial registered office of this corporation is 1840 W. 49th Street, Suite 520, Hialeah, Florida 33012 and the name of the registered agent of this corporation at that address is Arnold L. Lieberman, Esq.

**ARTICLE VI-NUMBER OF DIRECTORS**

The number of Directors of this corporation shall not be less than one (1), nor more than five (5), the number to be fixed by the By-Laws.

**ARTICLE VII-INITIAL DIRECTORS**

The number of Directors constituting the first Board of Directors shall be one (1) and the name and street address of the member of the First Board of Directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified shall be:

TANIA E. CHINEA  
President

17455 S.W. 112th Court  
Miami, Florida 33157

ALDO GONZALEZ  
Vice-President

1840 W. 49th Street, Suite 520  
Hialeah, Florida 33012

**ARTICLE VIII-LOST OR DESTROYED CERTIFICATES**

Stock certificates of this corporation to replace lost or

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destroyed certificates shall be issued only in accordance with the By-Laws of this corporation.

ARTICLE IX-INDENNIFICATION

Section 1. The corporation may indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation or any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of this corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that

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his conduct was unlawful.

Section 2. The corporation may indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or of any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation and except that not indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to this corporation unless and only to the extent that the court in which such action or suit was brought or in any other court having jurisdiction in the premises shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the corporation or of any division of the corporation,

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or a person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article, or in defense of any claim, issue or matter therein, he may be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a particular case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 5. Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or of any division of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

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enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 7. This Article shall be effective with respect to any person who is a director, officer, employee or agent of the corporation at any time on or after date of incorporation with respect to any action, suit or proceeding pending on or after that date, by reason of the fact that he is or was, before or after that date, a director, officer, employee or agent of the corporation or is or was serving, before or after that date, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X-MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI-TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE XII-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of March, 1995.

  
ALDO CORTALEZ, Vice-President

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STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE )

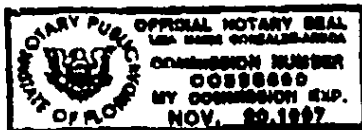
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALDO GONZALEZ known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21<sup>st</sup> day of March, 1995.

*Liza Marie Gonzalez-Aruca*  
NOTARY PUBLIC, State of Florida

My Commission expires:

LIZA MARIE GONZALEZ-ARUCA



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MAR-30-1995 11111 FROM EMPIRE

TO DIV CORP ELT F1 P.18

**CERTIFICATE 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 49-091, Florida Statutes, the following is submitted in compliance with said Act:

First: That **HEALTH CARE AND THERAPY CENTER, INC.**, desiring to organize or qualify under the laws of the state of Florida with its principal place of business at 1831 S.W. 27th Avenue, Miami, Florida 33145 has named **ARNOLD L. LIEBERMAN, ESQ.** located at 1840 N. 49th Street, Suite 520, Hialeah, Florida 33012 as its agent to accept service of process within Florida.

**ACKNOWLEDGEMENT:**

Having been named to accept service 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.

DATED: March 29, 1995.

  
**ARNOLD L. LIEBERMAN, ESQ.**  
Registered Agent

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95 MAR 30 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARNOLD L. LIEBERMAN

1840 W. 40TH STREET

SUITE 520

HALEAH, FLORIDA 33012

TELEPHONE (305) 556-6600

FAX (305) 556-7722

August 17, 1995

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

RE: Health Care and Therapy Center, Inc.  
Resignation

Officer/Director  
Resig. SH 83

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Dear Sirs:

Enclosed please find a duly executed Officer/Director Resignation signed by Aldo Gonzalez, as Vice President of the above-mentioned corporation and a check in the amount of \$35.00 to cover your fee for processing same.

Should you have any questions, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

LAW OFFICES OF  
ARNOLD L. LIEBERMAN

BY:   
LIZA M. ARUCA, Legal Assistant

LMA/em  
Enclosures

100001565781  
-08/22/95--01040--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Florida Department of State, Sandra B. Mortham, Secretary of State

**OFFICER / DIRECTOR RESIGNATION**

I, ALDO GONZALEZ, hereby resign as Vice President  
of Health Care + Therapy Center, Inc.  
(Name of Corporation) (Title)

a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

  
(Signature of resigning officer/director)

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FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

DIRECTOR(S)' RESIGNATION

ALDO GONZALEZ - Vice President

The Chairman then recognized the director named below who tendered his/~~her~~ resignation, effective upon the adjournment of this meeting. Upon motion duly made, seconded and carried said resignation was accepted and the Secretary was ordered to spread same upon the minutes of the meeting.

I (~~we~~) the undersigned director(s) of the above named corporation, do hereby tender my (~~our~~) resignation(~~s~~), to take effect upon the adjournment of the meeting of the Board of Directors at which this resignation is accepted.

Dated: July 31<sup>st</sup>, 1995.

HEALTH CARE AND THERAPY CENTER, INC.  
BY: [Signature] V.P.  
ALDO GONZALEZ, VICE PRESIDENT

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