

**P9500025929**

*The Law Office of*  
**Jose C. Bofill**

*Jose C. Bofill, Esquire*  
Admitted: Florida Bar & U.S. District Court,  
Southern District of Florida.

2913 Bird Avenue  
Coconut Grove, FL 33133  
Tele/Fax (305) 442-0606

March 24, 1995

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

**EFFECTIVE DATE**

3-24-95

**Re: Incorporation of PhysiCare, Incorporated**

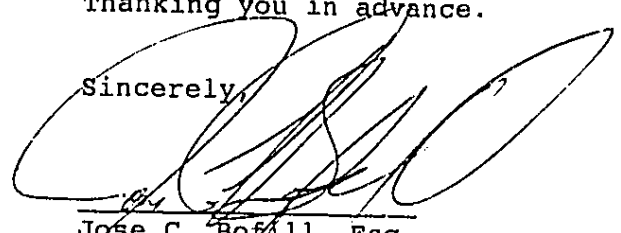
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-03/23/95--01065--003  
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Dear Sir/Madame:

Please find the enclosed original and copy of the Articles of Incorporation for the business, which will be called - PhysiCare, Incorporated. The soon-to-be directors of the Corporation wish to file a Subchapter "S", Corporation. Please return all correspondence concerning this incorporation to the above listed address as it will serve only as a temporary address of the incorporator.

Thanking you in advance.

Sincerely,

  
Jose C. Bofill, Esq.

CC: Enclosure; Articles; Check  
C:\WPDOCS\PhysiCare.LTR

**FILED**  
95 MAR 29 PM 3:43  
TALLAHASSEE, FLORIDA

D. BROWN MAR 31 1995

EFFECTIVE DATE

3-24-95

ARTICLES OF INCORPORATION FOR  
**PhysiCare, Incorporated**

FILED  
95 MAR 29 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I

NAME OF CORPORATION

The name of the corporation shall be PhysiCare, Incorporated whose address is located at 15400 S.W. 78th Place, Miami, Florida 33157.

II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock, all of one class, at \$1.00 per share par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is at 15400 S.W. 78th Place, Miami, Florida 33157 and the name of the registered agent at said address is JOSE C. BOFILL, ESQUIRE.

## VI

### INCORPORATOR

*The name and address of the incorporator is as follows:*

*Jose C. Bofill, Esq.  
15400 S.W. 78th Place  
Miami, Florida 33157  
Tel. (305) 255-8292*

## VII

### BOARD OF DIRECTORS

*All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The name and address of the initial Directors of this Corporation are:*

*Paul M. Ramos  
15400 S.W. 78th Place  
Miami, FL 33139  
Tel. (305) 255-8292*

*William Tillery  
15400 S.W. 78th Place  
Miami, FL 33139  
Tel. (305) 255-8292*

## VIII

### INFORMAL SHAREHOLDER ACTION

*Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.*

## IX

### INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

### INDEMNIFICATION

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

XI

### BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Directors and Shareholders, but the Board of Directors may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Directors.

XII

### AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 24<sup>th</sup> day of MARCH 1995

  
Jose C. Bofill, Incorporator

Jose C. Bofill, Registered Agent

B-140-423-65.321-0 AS I.D

STATE OF FLORIDA)

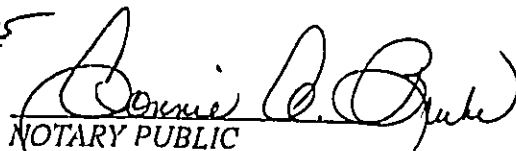
) ss:

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Jose C. Bofill, who is

to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 24<sup>th</sup> day of MARCH, 1995

  
NOTARY PUBLIC  
State of Florida at Large,

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT  
OF

**PhysiCare, Incorporated**

I, JOSE C. BOFILL, as the registered agent of PhysiCare, Incorporated, a Florida corporation, hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT:

  
Jose C. Bofill, Esquire

B-140-423-65-321-0. AS T.D.

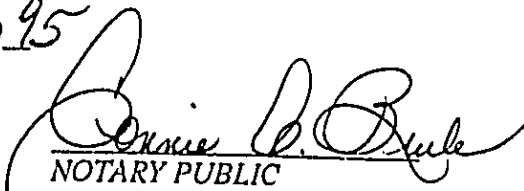
STATE OF FLORIDA)

) ss:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Jose C. Bofill to me well known to be the person described in and who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned

and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said  
County and State, this 24 day of March 1995

  
NOTARY PUBLIC  
State of Florida at Large,

My Commission expires:



FILED  
95 MAR 29 PM 3:43  
CLERK OF THE DISTRICT COURT  
TALLAHASSEE, FLORIDA