

795000051530

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 JUL -3 PM 1:41

EFFECTIVE DATE
6-27-95

DB 7/3/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>JW</u>	_____	_____

WALK-IN Will Pick Up 7-3

RE: Health First Medical, Inc.

95 JUL -3 PM 1:18

DIVISION OF CORPORATIONS

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () _____ pgs.		

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 ****122.50 ****122.50

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF
HEALTH FIRST, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUL -3 PM 1:42

EFFECTIVE DATE
10-27-95

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

ARTICLE I

The name of the corporation is **HEALTH FIRST, INC.**

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the United State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

*The street address of the initial office of the corporation is 270 South Hibiscus Drive, Miami Beach, Florida 33139 and the initial registered agent of the corporation at that address is **MANUEL TARACIDO**.*

ARTICLE VI

The corporation shall have at least one directors, initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

The name and street address of the member of the First Board of Director of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
MANUEL TARACIDO	270 SOUTH HIBISCUS DRIVE MIAMI BEACH, FLORIDA 33139

ARTICLE VIII

Members of the Board of directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE IX

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE X

The name and street address of the incorporator signing these articles is:

Name

Address

MANUEL TARACIDO

**270 SOUTH HIBISCUS DRIVE
MIAMI BEACH, FLORIDA 33139**

ARTICLE XI

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by wither the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII

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

EXECUTED at Miami, Florida, this 27th of June, 1995.



MANUEL TARACIDO

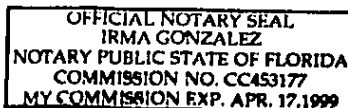
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **MANUEL TARACIDO**, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of **HEALTH FIRST, ^{medical} INC.**.. acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 27th day of June, 1995.


Notary Public, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof. 85 JUN -3 PM 1:42

DESIGNATION

MEDICAL
HEALTH FIRST, INC., desiring to organize under the laws of the State of Florida, hereby designates **MANUEL TARACIDO** its registered agent and **270 South Hibiscus Drive, Miami Beach, Florida 33139** as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



MANUEL TARACIDO
(Registered Agent)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **MANUEL TARACIDO**, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of *MEDICAL* **HEALTH FIRST, INC.**, acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 27th day of June, 1995.


Notary Public, STATE OF FLORIDA

My Commission Expires:

