

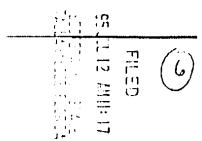
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## ARTICLES OF INCORPORATION

OF

#### CLINICARE, INC.

THE ORRSIGNED, has executed the following document as incorpora or of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights dution and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

#### ARTICLE I

The rame of this corporation shall be: CLINICARE, INC.

#### ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

## ARTICLE III

The principal place of business and mailing address of this corporation shall be: 14361 SW 45 TERR, MIAMI, FL 33175.

### ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the "ame extent as natural persons might do, viz:

- Transact any and all lawful business. (1) (2)
- Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

RAY STORMONT EMPIRE CORPORATE KIT COMPANY 1492 West Flagier Street # 200 Mismi, Florida 33x25-2209 (305) 541-3594

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest thorein, whorever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lond money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or fore; gn corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue \$607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to those articles, there shall be only one (1) class of stock of this corporation.

#### ARTIC & VI

The name and street address of the initial Registered Agent of this corporation shall be: FELIX MARTIN
14361 SW 45 TERR
MIAMI, FL 33175

## ARTICLE VII

The initial bound of Directors shall consist of a total of 4 person(s) and the name and address of the person(s) whose to serve as an initial director(s) is:

GILDA GONZALEZ - 18057 SW 12 CT - PEMBROKE PINES, FL 33029

PELIX MARTIN - 14361 SW 45 TERR - MIAMI, FI. 33175

(VICE-PRESIDENT)

WALBERTO MARDINI - 18057 SW 12 CT - PEMBROKE PINES, FL 33029 (DIRECTOR)
LUCIA E. MARTIN - 14361 SW 45 TERR - MIAMI, PL 33175 (TREASURER)

## ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is: EMPIRE CORPORATE KIT OF AMERICA, INC. 1492 W. FLAGLER ST #200 MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 11TH day of TITLY

Incorporator RAY STORMONT/PRESIDENT

SIGNING FOR EMPIRE CORPORATE KIT OF AMERICA, INC.

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

First th	atCL	INICARE. IN	NC.		
desiring to	organize under	the laws of	Corporation of the Sta	to of FL	ORIDA
with its o	rincipal offico on has named	, as indic	Dated in	(Plor: the articles	da) of
locatud $\epsilon$ _	MIAMI	, C	of Registe county of	PAPE	
State of Flo this sate.	orida, as its age	ant to acce	ept service	(County)	within

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 HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I PURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM PAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Registored Agent II FILED