

P95000053854

July 10, 1995

Ms. Beth Register  
Secretary of State Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl. 32399

500001537075  
-07/13/95--01066--019  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ms. Register:

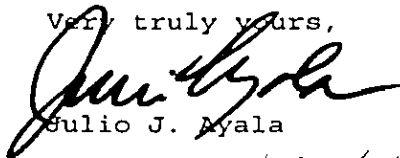
Attached hereto please find Articles of Incorporation for Cardiocare Plus, Inc. and Carolina Health Services, Inc. along with two checks for \$122.50 each to cover the filing fees and cost of obtaining certified copies of the articles of incorporation.

Also enclosed please find pre paid return Federal Express Envelopes so that the certified Articles of Incorporation may be received through overnight mail.

If you have any questions , please feel free to contact me at my office 1-800 438-6744 ext 2877 or (305) 471-4732.

Thank you for your attention to this matter.

Very truly yours,

  
Julio J. Ayala

*4/10/95 12:08 PM*

*12/1/95*

*12/1/95 12:08 PM*

FILED  
95 JUL 12 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTER JUL 13 1995

ARTICLES OF INCORPORATION  
OF  
CARDIOCARE PLUS, INC.

FILED  
95 JUL 12 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is CARDIOCARE PLUS, INC.

ARTICLE II - PURPOSE

To carry on all and any lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of the said business and the attainment of any objects incidental to the said business or for the enhancement of the value of the property of the corporation or which shall at any time appear conducive thereto or expedient; to have all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing clause shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing specific powers shall not be held to limit or restrict in any manner the powers of the Corporation, and are in furtherance of, and in addition to, and not in limitation of the general powers conferred by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
1, 000	\$.01	Common

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sales 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the principal office of this corporation is, and the name and address of the initial registered agent of this Corporation, is:

<u>NAME</u>	<u>ADDRESS</u>
Julio J. Ayala	1510 Venera Ave. Coral Gables, Fl. 33146

**ARTICLE VI - COMMENCEMENT**

This Corporation shall commence on the date on which these Articles are filed with the Secretary of State.

**ARTICLE VII - INITIAL  
BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By- Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Enrique Murciano,	1510 Venera Ave. Coral Gables, Fl. 33146

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Julio J. Ayala	1510 Venera Ave. Coral Gables, Fl. 33146

**ARTICLE IX - BY - LAWS**

The power to alter, amend or repeal BY - LAWS shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or real any BY - LAWS adopted by the shareholders if the shareholders specifically provide that the BY-LAW is not subject to amendment or repeal by the directors.

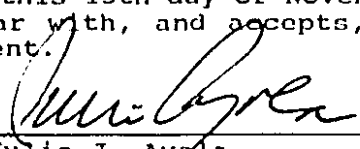
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director to the fullest extent permitted 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, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of November, 1994, and represents that he is familiar with, and accepts, his duties and obligations as registered agent.

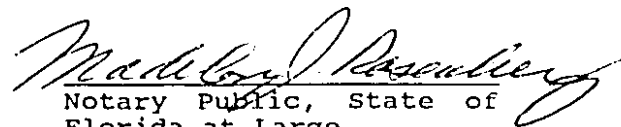
  
Julio J. Ayala,  
Incorporator and Registered  
Agent

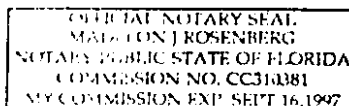
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Julio J. Ayala, known to me and known personally by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed such Articles for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 15th day of November, 1994.

  
Notary Public, State of  
Florida at Large



P95000053854

July 28, 1995

Ms. Beth Register  
Secretary of State Division of Corporations  
409 East Gaines Street  
Tallahassee, Fl. 32399

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Ms. Register:

Attached hereto please find the following:

1. Articles of Incorporation for P.C.C. MANAGEMENT SERVICES, Inc.

2. Articles of ammendments to Premium Health services, Inc., Choice Health Services, Inc. and Cardiocare Plus, Inc.

3. A check for \$122.50, to cover the costs of filing and obtaining certified copies of the articles for P.C.C. Management Services, Inc.

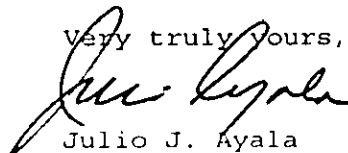
4. Three checks for \$35.00 each to cover costs of amending existing articles of Premium Health Services, Inc., Choice Health Services, Inc., and Cardiocare Plus, Inc.

Also enclosed please find pre paid return Federal Express Envelopes so that the certified copies of each may be received by overnight mail.

If you have any questions , please feel free to contact me at my office 1-800 438-6744 ext 2877 or (305) 471-4732.

Thank you for your attention to this matter.

Very truly yours,

  
Julio J. Ayala

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -1 11:10:45

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILLP  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 AUG -1 AM 10:45

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CARDIOCARE PLUS, INC.  
(present name)

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VII - Initial Board of Directors changed from Enrique Murciano  
to JULIO J. AYALA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: JULY 17, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

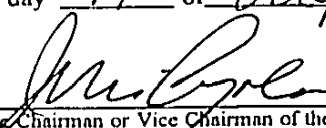
☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were \_\_\_\_\_  
sufficient for approval by \_\_\_\_\_ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 17<sup>th</sup> of July, 19 75.

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JULIO J. AYALA

Typed or printed name

Registered Agent / Vice President, Incorporator  
Title