



August 3, 1995

P95000061841

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Howard Butler, Jr.
Secretary
Vincent C. Anderson
Treasurer

Members

Constance L. Allen
Margaret Clynes, Esq.
Charles W. Ewell
F. Wilford Lee
Ronald H. Frazer
Howard Dudley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Corrine P. Mink
Dr. Rudolph Moore
Garth C. Reeves
Neil Robinson
Dorothy Stewart
Kipron Johnson Street
Doris H. Black
Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation: MEADOWVIEW PROGRESSIVE
CARE, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, Certificate Designating Place of Business and Registered Agent, check #1403 in the sum of one hundred twenty-two dollars and fifty cents (\$122.50) for the filing fee.

Please file both the Articles and Certificate of Designation for each of the corporations and return a file-marked, certified copy of each document to the following:

WILLIAM C. YOUNG, CPA, JD
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

Thank you for attention to this matter.

Sincerely,

William C. Young, JD, CPA

WCY/ed
Encls.

8-10-95
POT

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-08/09/95--01069--004
****122.50 ****122.50

FILED
95 AUG -1 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

draft/articles/lttrs/vmeadowview.car

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

ARTICLES OF INCORPORATION
OF
MEADOWVIEW PROGRESSIVE CARE, INC.

FILED
95 AUG -1 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is MEADOWVIEW PROGRESSIVE CARE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 19740 N.W. 32nd Avenue, Miami, Florida 33056.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office 19740 N.W. 32nd Avenue, Miami, Florida 33056 and the registered agent at that office is ETHA A. GRIFFITH.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

ETHA A. GRIFFITH
19740 N.W. 32nd Avenue
Miami, Florida 33056

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

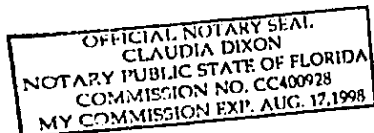
ETHA A. GRIFFITH
19740 N.W. 32nd Avenue
Miami, Florida 33056

IN WITNESS WHEREOF, I, ETHA A. GRIFFITH, the undersigned incorporator, have
signed these Articles of Incorporation on this 3 day of August, 1995 and
acknowledged the same to be my act.

Etha A. Griffith
ETHA A. GRIFFITH

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 3rd day of August,
1995 by ETHA A. GRIFFITH, who personally appeared before me at the time of notarization,
and who is personally known to me or who produced a Florida Driver's License as identification.



NOTARY PUBLIC:

SIGN: Claudia Dixon

PRINT: CLAUDIA DIXON
STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That MEADOWVIEW PROGRESSIVE CARE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named ETHA A. GRIFFITH at 19740 N.W 32nd Avenue, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGEMENT:

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: Etha A Griffith
ETHA A. GRIFFITH

DATE: 8/3/95

FILED
95 AUG - 1 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000061841

February 25, 1997

Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

900002099799--6
-02/27/97--01052--001
*****157.50 *****35.00

Subject: Meadowview Progressive Care Corporation

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 157.50 (filing fee, certified copy and
dissolution of Meadowview Progressive Care, Inc)

From: GBS Corporation
740 NE 167 Street
Miami, Florida 33162
(305) 944-8814

FILED
97 FEB 27 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dis

LFT

3-6-97

ARTICLES OF DISSOLUTION

FILED

97 FEB 27 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

The Corporation Meadowview Progressive Care, Inc. has no intention of revoking this voluntary dissolution, and that its name is available for immediate use by any other corporation

FIRST: The name of the corporation is: Meadowview Progressive Care, Inc.

SECOND: The date dissolution was authorized: June 8, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 1 day of Feb, 19 97

Signature Etha Griffith
(By the Chairman or Vice Chairman of the Board, President, or other officer)

ETHA GRIFFITH
(Typed or printed name)

PRESIDENT
(Title)