

P95000067278

Francisco J. Ramos
9551 Collins Ave
Penthouse
Surfside, Florida 33154
(305)865-7150

FILED
95 AUG 30 PM 4:18
SEC. OF STATE
TALLAHASSEE, FLORIDA

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

*****122.50 *****122.50
1087152795 011103-1005

Gentlemen:

Please find enclosed the Articles of Incorporation for Ram Health Care, Inc., and a check for \$122.50 to cover the filing fee and a certified copy of the articles.

Please return a copy of the certified articles after filing.

Sincerely,



Francisco J. Ramos

FJR/11

Frank Ramos GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp. Address
DATE 8-29-95
DOC. EXAM KUH

W95-16580

#1
3-31



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1995

FRANCISCO J. RAMOS
9551 COLLINS AVENUE
PENTHOUSE
SURFSIDE, FL 33154

SUBJECT: RAM HEALTH CARE, INC.
Ref. Number: W95000016580

We have received your document for RAM HEALTH CARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 695A00038525

ARTICLES OF INCORPORATION
OF
RAM HEALTH CARE, INC.

FILED
95 AUG 30 11 48 19
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBED TO THESE ARTICLES OF INCORPORATION, A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE RAM HEALTH CARE, INC.
Address is: Post Office Box 547006 Surfside, Florida 33154

ARTICLE II - NATURE OF BUSINESS

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND OF THE UNITED STATES OF AMERICA; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, OR CEMETERY COMPANY, A BUILDING AND LOAN ASSOCIATION, MUTUAL LIFE INSURANCE ASSOCIATION, COOPERATIVE ASSOCIATION, FRATERNAL BENEFITS SOCIETY, STATE FAIR OR EXPOSITION.

ARTICLE III - SHARES OF STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS: ONE THOUSAND (1,000) SHARES OF COMMON STOCK HAVING PAR VALUE OF ONE DOLLAR (\$1.00) EACH.

ARTICLE IV - DURATION

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE, COMMENCING UPON THE FILING OF THESE ARTICLES WITH THE DEPARTMENT OF STATE.

ARTICLE V - REGISTERED OFFICE AND AGENTS

THE ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS ARE AS FOLLOWS:

9551 COLLINS AVENUE, PH
SURFSIDE, FLORIDA 33154

FRANCISCO J. RAMOS

ARTICLE VI - RESIDENT AGENT

PURSUANT TO THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS THE DESIGNATION OF THE RESIDENT AGENT ON WHOM SERVICE OF PROCESS MAY BE MADE:

Francisco J. Ramos	9551 Collins Avenue penthouse Surfside, Florida 33154
--------------------	---

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE 3 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII - INITIAL DIRECTORS

THE NAME AND STREET ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS WHO SHALL HOLD OFFICE UNTIL HIS SUCCESSORS ARE ELECTED AND QUALIFIED, IS AS FOLLOWS:

Francisco J. Ramos	9551 Collins Av PH Surfside, Florida 33154
Laura M. Cruz	8764 S.W. 12 Street #201 Miami, Florida 33174
Bernard Topp	9016 Bay Drive Surfside, Florida 33154

ARTICLE IX - INCORPORATORS

THE NAME (S) AND ADDRESS(S) OF THE PERSON(S) SIGNING THESE ARTICLES OF INCORPORATION AS INCORPORATOR(S) IS:

NAME	ADDRESS
Francisco J. Ramos	9551 Collins Avenue PH Surfside, Florida 33154
Laura M. Cruz	8764 S.W. 12 Street #201 Miami, Florida 33174
Bernard Topp	9016 Bay Drive Surfside, Florida 33154

ARTICLE X - AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT THE STOCKHOLDERS' MEETING

BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE XI- REGULATION OF BUSINESS

THE FOLLOWING ADDITIONAL PROVISIONS ARE INSERTED FOR THE MANAGEMENT OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND TO CREATE, DEFINE, LIMIT, AND REGULATE THE POWERS OF THE CORPORATION, AND THE SHAREHOLDERS:

A. IF THE BY-LAWS OF THE CORPORATION SO PROVIDE, ANY MEETING OR THE SHAREHOLDERS MAY BE HELD EITHER WITHIN OR WITHOUT THE STATE OF FLORIDA AND THE BOOKS AND RECORDS OF THE CORPORATION MAY BE KEPT AT SUCH PLACE OR PLACES OUTSIDE THE STATE OF FLORIDA AS MAY BE DESIGNATED, AT ANY TIME, OR FROM TIME TO TIME, BY THE SHAREHOLDERS, UNLESS OTHERWISE PROVIDED BY THE LAWS OF FLORIDA.

B. NO CONTACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ONE OR MORE OF ITS SHAREHOLDERS, OR ANY OTHER CORPORATION, FIRM, ASSOCIATION OR ENTITY IN WHICH ONE OR MORE OF ITS SHAREHOLDERS ARE DIRECTORS OR OFFICERS, OR FINANCIALLY INTERESTED, SHALL BE EITHER VOID OR VOIDABLE BECAUSE OF SUCH RELATIONSHIP OR INTEREST OR BECAUSE SUCH SHAREHOLDERS ARE PRESENT AT THE MEETING WHICH AUTHORIZES, APPROVES, OR RATIFIES SUCH CONTRACT OR TRANSACTION, OR BECAUSE HIS OR THEIR VOTES ARE COUNTED FOR SUCH PURPOSE IF:

THE FACT OF SUCH RELATIONSHIP OR INTEREST IS DISCLOSED OR KNOWN TO THE SHAREHOLDERS WHICH AUTHORIZE, APPROVE OR RATIFY THE CONTRACT OR TRANSACTION BY A VOTE OR CONSENT SUFFICIENT FOR THE PURPOSE WITHOUT COUNTING THE VOTES OR CONSENTS OF SUCH INTERESTED SHAREHOLDERS; OR

THE FACT OF SUCH RELATIONSHIP OR INTEREST IS DISCLOSED OR KNOWN TO THE SHAREHOLDERS ENTITLED TO VOTE AND THEY AUTHORIZE, APPROVE OR RATIFY SUCH CONTRACT OR TRANSACTION BY VOTE OR WRITTEN CONSENT; OR

THE CONTRACT OR TRANSACTION IS FAIR AND REASONABLE AS TO THE CORPORATION AT THE TIME IT IS AUTHORIZED BY THE SHAREHOLDERS.

SUCH COMMON OR INTERESTED SHAREHOLDERS MAY BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM AT A MEETING OF THE SHAREHOLDERS WHICH AUTHORIZES, APPROVES OR RATIFIES SUCH CONTRACT OR TRANSACTION

C THE STOCK IN THE CORPORATION IS ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

D IN THE EVENT A CERTIFICATE OF STOCK IS LOST, STOLEN OR DESTROYED, THE CORPORATION MAY ISSUE A REPLACEMENT CERTIFICATE WITHOUT REQUIRING THE SURRENDER OF THE CERTIFICATE FOR CANCELLATION, PROVIDED THAT THE SHAREHOLDER IN WHOSE NAME THE CERTIFICATE WAS REGISTERED SHALL PROVIDE AN AFFIDAVIT SETTING FORTH THE CIRCUMSTANCES UNDER WHICH SUCH CERTIFICATE WAS LOST, STOLEN OR DESTROYED, AND PROVIDED SAID SHAREHOLDER AGREES IN WRITING TO INDEMNIFY AND HOLD THE CORPORATION HARMLESS FROM AND AGAINST ANY AND ALL CLAIMS, ACTIONS, AND SUITS, WHETHER GROUNDLESS OR OTHERWISE, AND FROM AND AGAINST ANY AND ALL LIABILITIES, LOSSES, DAMAGES, COSTS, CHARGES, COUNSEL FEES, AND OTHER EXPENSES, OF EVERY NATURE AND CHARACTER, WHICH THE CORPORATION AT ANY TIME SHALL OR MAY SUSTAIN OR INCUR BY REASON OF ANY CLAIM OR DEMAND WHICH MAY BE MADE AS A RESULT OF THE ISSUANCE OF SUCH NEW CERTIFICATE.

E THE CORPORATION AND THE HOLDERS OF A MAJORITY OR MORE OF THE SHARES OF THE CORPORATION SHALL HAVE THE POWER TO ENTER INTO AN AGREEMENT RESTRICTING OR LIMITING THE SALE, TRANSFER, ASSIGNMENT, PLEDGE, OR HYPOTHECATION OF THE SHARES OF THE CORPORATION OR ANY PART THEREOF. IF AT ANY TIME THE HOLDERS OF A MAJORITY OR MORE OF THE SHARES OF THE CORPORATION SHALL ENTER INTO AN AGREEMENT RESTRICTING OR LIMITING THE SALE, TRANSFER, ASSIGNMENT, PLEDGE OR HYPOTHECATION OF THE SHARES OF THE CORPORATION OR ANY PART THEREOF TO WHICH AGREEMENT THE CORPORATION SHALL BECOME A PARTY, THE CORPORATION SHALL THEREUPON OBSERVE AND CARRY OUT ON ITS PART THE TERMS OF ANY SUCH AGREEMENT AND SHALL REFUSE TO RECOGNIZE ANY SALE TRANSFER, ASSIGNMENT, PLEDGE OR HYPOTHECATION OF ANY OF THE SHARES COVERED BY SUCH AGREEMENT, UNLESS THE SAME BE IN CONFORMITY WITH THE TERMS AND CONDITIONS OF SUCH AGREEMENT PROVIDE THAT A COPY OF SUCH AGREEMENT BE FILED IN THE PRINCIPAL OFFICE OF THE CORPORATION, AND PROVIDED FURTHER THAT NOTICE OF THE EXISTENCE OF SUCH PROVISION BE NOTED CONSPICUOUSLY ON FACE OR BACK OF EACH AND EVERY CERTIFICATE OF SHARES SUBJECT TO TERMS AND CONDITIONS OF ANY SUCH AGREEMENT.

F THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY OR ALL OF THE PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, IN THE MANNER NOW OR THEREAFTER PRESCRIBED BY STATUTE, AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS HEREIN ARE GRANTED SUBJECT TO THIS RESERVATION

FILED
95 AUG 30 PM 4:19
ALL
FILED IN

ARTICLE XII- PRE-EMPTIVE RIGHT

EVERY STOCKHOLDER SHALL ON THE SALE FOR CASH OF ANY NEW STOCK OF THE SAME CLASS AS THAT WHICH HE ALREADY HOLDS, HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES AT THE PRICE AT WHICH THEY IS OFFERED TO OTHERS.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL ON THIS 11 DAY OF August, 1995.

[Signature]
Francisco J. Ramos, Registered Agent

[Signature]
Francisco J. Ramos, President

[Signature]
Laura M. Cruz, Vice-President

[Signature]
Bernard Topp, Secretary-Treasurer

STATE OF FLORIDA)
 : SS.
COUNTY OF DADE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED, FRANCISCO RAMOS, LAURA M. CRUZ, AND BERNARD TOPP, WELL KNOWN TO ME TO BE THE PERSON WHO SUBSCRIBED TO THESE ARTICLES OF INCORPORATION, WHO, AFTER BEING DULY SWORN, ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE FOREGOING ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN EXPRESSED.

SWORN TO AND SUBSCRIBED BEFORE ME, THIS 11th DAY OF August, 1995.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
ANN M ALVAREZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC474995
MY COMMISSION EXP. JUNE 21, 1999

P 95000067278

(Requestor's Name)

STATE OF FLORIDA
DEPARTMENT OF REVENUE
***** 7,100 ***** 45,00

Laura M. Cruz
8764 S.W 12 St. apt. 201
Miami, Fl. 33174

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED
95 DEC 18 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Handwritten: O/A Red 12/22

Examiner's Initials _____

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
55 DEC 18 PM 13:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Laura M. Cruz, hereby resign as Director (Vice President)
(Title)

of Ram Health Care, Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

Laura M. Cruz (Signature of resigning officer/director) (11/22/95)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314