

P950000 71374 Chapter Number Only

9/14/95 ELP

Pedro M. Delell  
Requestor's Name  
111 Vice de Leon Blvd  
Address  
C. Gables Fl 33134-2319  
City State ZIP Phone  
446 3400

VALIDATION ONLY

FILED  
1995 SEP 15 PM 12:21  
SECRET  
TALHASEE, FL

400001586154  
-09/15/95 - 01051 - 010  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Piedmont Health Group Inc.

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Mark            |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     |   |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

|                |
|----------------|
| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

Carbon Copy

RECEIVED SEP 15 1995

EXPRESS Toll Free: 1-800-432-3028

LAW OFFICE

*Pedro F. Mariell, P.A.*

PEDRO F. MARIELL

SUITE 319  
717 PONCE DE LEON BOULEVARD  
*Coast Gates, Florida 33134*

TELEPHONE (305) 448-3400

September 13, 1995

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

FILED  
1995 SEP 15 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FL

Re: **PIEDMONT HEALTH GROUP, INC.**  
Our File No. 95-62

Dear Sir:

Enclosed please find Articles of Incorporation on behalf of  
PIEDMONT HEALTH GROUP, INC., together with Designation of  
Registered Agent.

Also enclosed please find our Trust Account Check No. 3611  
payable to the Department of State in the sum of \$122.50 in payment  
of the corresponding filing fees.

Thank you for your cooperation in this matter.

Very truly yours,

*Elia M. Rodriguez*  
Elia M. Rodriguez  
Legal Assistant

:emr  
Encs.

ARTICLES OF INCORPORATION  
OF  
PIEDMONT HEALTH GROUP, INC.

FILED  
1995 SEP 15 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the proposed corporation is: PIEDMONT HEALTH GROUP, INC.

ARTICLE II

This corporation shall have perpetual existence beginning on date of incorporation.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 100 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The street address of the initial principal office of this corporation shall be: 6745 S.W. 94th Street, Miami, Florida, 33156 or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

ARTICLE VI

The name of the initial registered agent of this corporation shall be: ARTURO N. RAMOS, whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and not more than 5, as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum

for the transaction of all business.

#### ARTICLE VIII

The names and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified, are:

#### DIRECTORS

| <u>Names</u>            | <u>Addresses</u>                           |
|-------------------------|--|
| ARTURO N. RAMOS         | 9048 S.W. 97th Ave., #2<br>Miami, FL 33176 |
| ALEIDA GARRIDO MARTINEZ | 6745 S.W. 94th Street<br>Miami, FL 33156   |
| ANTONIO S. GARCIA       | 9046 S.W. 97th Ave., #4<br>Miami, FL 33176 |

#### ARTICLE IX

The names and street addresses of each incorporator of this corporation is:

|                 |  |
|-----------------|--|
| ARTURO N. RAMOS | 9048 S.W. 97th Ave., #2<br>Miami, FL 33176 |
|-----------------|--|

#### ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the stockholders or the directors at any regular or duly scheduled special meeting.

#### ARTICLE XI

This corporation shall have, in addition to a President, Vice-President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

#### ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

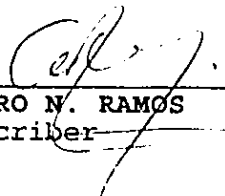
Every person who now is or hereafter shall become a director of this corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceeding, of whatever nature, to which he is or shall be made a part by reason of his being or having been a director of the corporation (whether or not he is a director of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him as such director. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE XIV

This corporation elects to have preemptive rights. The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them.

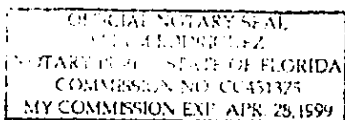
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 13th day of September, 1995.

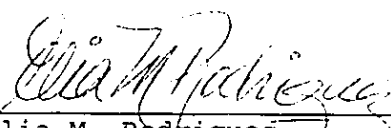
  
\_\_\_\_\_  
ARTURO N. RAMOS  
Subscriber

STATE OF FLORIDA )  
                          )SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 13th day of September, 1995 by ARTURO N. RAMOS, who produced a State of Florida driver's license as identification.

My Commission Expires:



  
\_\_\_\_\_  
Elia M. Rodriguez  
Notary Public, 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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That **PIEDMONT HEALTH GROUP, INC.**, desiring to organize under the laws of the State of Florida, and with its principal registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named **ARTURO N. RAMOS** located at 6745 S.W. 94th Street, City of Miami, County of Dade, State of Florida, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**ARTURO N. RAMOS**  
Registered Agent

FILED  
1995 SEP 15 PM 12 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA