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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINED STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TOTAL HEALTH SERVICES, INC.

FAX AUDIT NUMBER: H96000000932

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ARTICLES OF INCORPORATION  
OFTOTAL HEALTH SERVICES, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

The name of the corporation shall be:

TOTAL HEALTH SERVICES, INC.

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, and which common stock ~~stockholders shall have a par value of~~ (shall have a par value of \$ 1.00 per share). All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein. The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

Prepared by: Sergio Varona  
8260 W. Flagler St., Suite 1L  
Miami, Fl 33144  
(305) 551-9795

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ARTICLE V

The amount of capital with which the corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office and registered/principal offices of the corporation in the State of Florida shall be 8260 W. Flagler St., Suite 1-L Miami, FL 33144. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is Maria M. Villanueva. Address 8260 W. Flagler St., Suite 1-L, Miami, FL 33144

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of no less than (1) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

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**ARTICLE IX**

The names and post office addresses of the members of the first Board of Directors and state corporate officers are as follows:

NAME	TITLE	ADDRESS
Maria M. Villanueva	President	14860 SW 151 Terr. Miami, FL 33196
Sergio de Varona	Vice Pres.	2500 SW 118 Ct. Miami, FL 33175
Flora de Varona	Sec. & Treas.	2500 SW 118 Ct. Miami, FL 33175

**ARTICLE X**

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

NAME	ADDRESS	SHARES	CASH VALUE
Maria M. Villanueva	14860 SW 151 Terr. Miami, FL 33196	300	\$300.00
Sergio de Varona	2500 SW 118 Ct. Miami, FL 33175	150	150.00
Flora de Varona	2500 SW 118 Ct. Miami, FL 33175	150	150.00

**ARTICLE XI**

The stock of the corporation may be issued pursuant to the provisions under #1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefit thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this  
18th day of January, 1996.

Maria M. Villanueva (SEAL)

Sergio de Varona (SEAL)

Flora de Varona (SEAL)

State of Florida:  
 County of Dade

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.001, Florida Statutes:

TOTAL HEALTH SERVICES, INC.  
a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 8260 W. Flagler St. Suite 1-L in the City of Miami, County of Dade, State of Florida, has named Maria M. Villanueva, located at 8260 W. Flagler St. Suite 1-L, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

## OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>Maria M. Villanueva</u>	<u>(P)</u>	<u>14860 SW 151 Terr. Miami, FL 33196</u>
<u>Flora de Varona</u>	<u>(S)</u>	<u>2500 SW 118 Ct. Miami, FL 33175</u>
<u>Flora de Varona</u>	<u>(T)</u>	<u>2500 SW 118 Ct. Miami, FL 33175</u>
<u>Sergio de Varona</u>	<u>(V)</u>	<u>2500 SW 118 Ct. Miami, FL 33175</u>

## DIRECTORS:

NAME	SPECIFIC ADDRESS
<u>Maria M. Villanueva</u>	<u>14860 SW 151 Terr. Miami, FL 33196</u>
<u>Sergio de Varona</u>	<u>2500 SW 118 Ct. Miami, FL 33175</u>
<u>Flora de Varona</u>	<u>2500 SW 118 Ct. Miami, FL 33175</u>

By: 

(Corporate Officer)

## ACCEPTANCE:

I agree as Resident Agent to accept Service in Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service in process at the above Florida designated address) in some conspicuous place in the office as required by Law.

  
(Resident Agent)