

1/20/90

FLORIDA DIVISION OF CORPORATIONS

11:23 AM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
100 EAST PALM BLVD
TALLAHASSEE, FL 32309
FAX: (904) 922-3000

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

FROM: EMPIRE CORPORATION
1402 W. LAGLER ST
SUITE 20
MIAMI, FL 33135

CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: UNITED CARE SERVICE, INC.

FAX AUDIT NUMBER: H96000001288

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/20/1990

TIME REQUESTED: 11:23:07

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

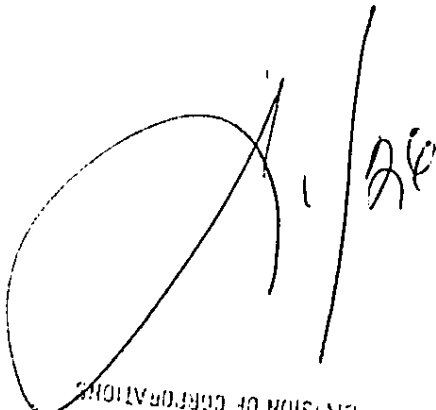
ACCOUNT NUMBER: 072450003256

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000001288))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:06:2

FILED
95 JAN 26 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DIVISION OF CORPORATIONS

95 JAN 26 PM 1:23

RECEIVED

(15)

FILED

55 JAN 25 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:

JOSE L. PELLEYA, Esq.

Bar #175327

999 Ponce de Leon Blvd #1040

Coral Gables, FL 33134

305-441-9900

ARTICLES OF INCORPORATION
OF
UNITED CARE SERVICE, INC.

ARTICLE I
NAME

The name of this Corporation shall be: UNITED CARE SERVICE, INC.

ARTICLE II
PURPOSE

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 1,000 shares of \$1.00 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the stockholders, there shall be no such preemptive rights.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence, beginning on its filing date.

ARTICLE VI
ADDRESS

The principal place of business of this corporation shall be located at 4521 Palm Avenue, Mialeah, Florida 33012 and its mailing address shall be 4201 Palm Avenue, Suite 102, Mialeah, Florida 33012 with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

Prepared by:
JOSE L. PELLEYA, Esq. Bar #175327
999 Ponce de Leon Blvd., Suite 1040
Coral Gables, Florida 33134

H 96000001288

H 96000001288

H 96000001288

**ARTICLE VII
REGISTERED AGENT**

The initial registered agent at such address shall be Jose Munoz at 1970 Palm Avenue, Apt. 8, Mialeah, Fl. 33010.

**ARTICLE VIII
BOARD OF DIRECTORS**

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The names and addresses of the Members of the First Board of Directors and Officers of this Corporation who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death are:

Jose Munoz, Pres. Treas. & Dir.
1970 Palm Avenue, Apt. 8
Mialeah, Fl. 33010

Digna Noriega, V.P. Sec. & Dir.
230 W. 53rd Street
Mialeah, Fl. 33012

**ARTICLE X
INCORPORATORS**

The name and address of the incorporator signing this Articles is:

Jose Munoz
1970 Palm Avenue, Apt. 8
Mialeah, Fl. 33010

Digna Noriega
230 W. 53rd Street
Mialeah, Fl. 33012

**ARTICLE XI
BY LAWS**

The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

**ARTICLE XII
INDEMNIFICATION OF DIRECTORS**

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 counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection

H 96000001288

H 96000001288

with or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the Corporation (whether or not he or she 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 or her).

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

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 24 day of January, 1996.

John Hume
JOHN HUME

Leona Novak
LEONA NOVAK

H 96000001288

H 96000001288

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

**IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES THE FOLLOWING IS
SUBMITTED:**

**FIRST-That UNITED CAR SERVICE, INC. desiring to organize or
qualify under the Laws of the State of Florida, with its principal
place of business at City of Miami, State of Florida, has named
JOSE HUNTER located at 1970 Palm Avenue, Apt. 9, Hialeah, State of
Florida as its agent to accept service of process within Florida.**

[Signature]
SUBSCRIBER

Dated: 1-24-96

[Signature]
SUBSCRIBER

Dated: 1/24/96

**Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I
heraby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.**

[Signature]
JOSE HUNTER

Dated: 1-24-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN 26 PM 3:24

FILED

H 96000001288