

P96000013348

LAW OFFICE OF

Frank J. Marrero

Dadeland Towers, Suite 408
8300 South Dadeland Boulevard
Miami, Florida 33150

Telephone (305) 870-1013
Fax (305) 870-5020

RECEIVED
JAN 31 1996
FBI - MIAMI

January 31, 1996

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

500001711695
-02/09/96--01070--005
****122.50 ****122.50

Re: CANSE MEDICAL CENTER, P.A.

Dear Sir/Madam:

Enclosed for filing is the original and a copy of the Articles of Incorporation of CANSE MEDICAL CENTER, P.A., which is a Florida for profit corporation.

Also enclosed herewith is a check payable to the "Secretary of State" in the amount of \$122.50 to pay for the following charges:

1. Original filing fee of \$35.00;
2. Registered Agent fee of \$35.00;
3. Certified copy fee of \$52.50.

Please send a certified copy of the Articles of Incorporation to the above address in the enclosed self-addressed stamped envelope.

Thank you for your cooperation.

Sincerely,

F. Marrero
Frank J. Marrero, Esq.

2/13/96
[Signature]

Enclosures
FJM:bd

ARTICLES OF INCORPORATION

OF

CANSE MEDICAL CENTER, P.A.

The undersigned subscribers to these articles of professional service corporation, natural persons competent to contract, and being duly licensed to practice as Doctors of Medicine under the laws of the State of Florida do hereby form a professional service corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be CANSE MEDICAL CENTER, P.A.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be: 777 East 24th Street., Suite 510, Hialeah, Florida 33013.

ARTICLE III - NATURE OF BUSINESS

The nature of business to be transacted by this professional service Corporation is to render professional medical services and to do all things in connection therewith that are customarily done by a licensed Doctor of Medicine under the laws of the State of Florida, and in accordance with "The Professional Service Corporation Act" of the Florida, to invest its funds in real estate mortgages, stocks, bonds or other types of investments. and may own real or personal property necessary for the rendering of professional services. The business of the Corporation shall be limited to the foregoing activities and no other.

ARTICLE IV - BEGINNING OF CORPORATE EXISTENCE

The existence of this Corporation shall commence on the ear-

liest day allowable pursuant to Florida law for the commencement of corporate existence.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - CAPITAL STOCK

The maximum number of shares which this professional service corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the Corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The initial registered office of this Corporation shall be 777 East 24th Street., Suite 510, Hialeah, Florida 33013, and the initial registered agent of this Corporation at such office shall be OTTO L. SECADA, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than three (3). The names and addresses of the directors constituting the

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Initial Board of Directors are:

OTTO L. SECADA
1170 N.W. 161 Street
Hollywood, Florida 33028

JUAN M. CANCIO
8375 N.W. 197 Terrace
Miami, Florida 33015

ARTICLE IX - OFFICERS AND INCORPORATORS

The name and address of the officers and incorporators are:

OTTO L. SECADA
1170 N.W. 161 Street
Hollywood, Florida 33028

JUAN M. CANCIO
8375 N.W. 197 Terrace
Miami, Florida 33015

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law, as the law now exists or as it may be amended hereafter.

ARTICLE XI - RESTRAINT OF ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive

professions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the Corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice as a Doctor of Medicine in the State of Florida, is elected to public office, or accepts employment that places restrictions or limitation on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.


ARTICLE XII - AMENDMENT

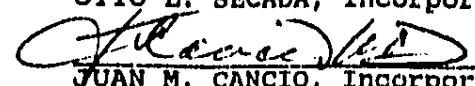
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a cer-

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tain amendment of these Articles of Incorporation be made.

DATED this 15 day of January, 1996.

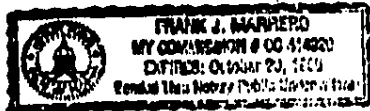
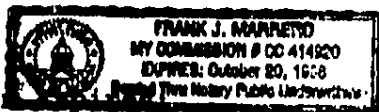

OTTO L. SECADA, Incorporator


JUAN M. CANCIO, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing Articles of Incorporation of CANSE MEDICAL CENTER were acknowledged before me this 15th day of January, 1996, by OTTO L. SECADA and JUAN M. CANCIO, who are personally known to me or who have produced _____ as identification and who did (did not) take an oath.

My Commission

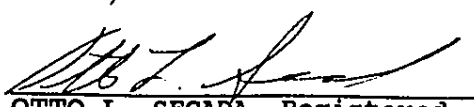



FRANK J. MARRERO
NOTARY PUBLIC
State of Florida at Largo

ACCEPTANCE OF REGISTERED AGENTS

Having been named to accept service of process of CANSE MEDICAL CENTER, at the place designated in the Articles of Incorporation, I, OTTO L. SECADA agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 15 day of January, 1996.


OTTO L. SECADA, Registered Agent

P96000013348

Angela (Requester's Name)

P.O. Box 10093

Address 997-8075

Thalassio 12 32302

City/State/Zip

Phone #

Office Use Only

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

1. CANSE Medical Center (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in
☒ Mail out

☐ Pick up time
☐ Will wait
☐ Photocopy

☐ Certified Copy
☐ Certificate of Status

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 checked="" 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 SEP 20 PM 2:27

UP
RG
9/20

MAIL ROOM

Examiner's Initials

ARTICLES OF DISSOLUTION
OF
CANSE MEDICAL CENTER P.A.,

THE UNDERSIGNED hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida, the Articles of Dissolution for the purpose of dissolving a professional service corporation in accordance with Chapter 607 of the Florida Statutes.

ARTICLE I.

NAME AND EFFECTIVE DATE

The name of this corporation is CANSE MEDICAL CENTER P.A., which was duly incorporated on February 9, 1996 by the State of Florida.

ARTICLE II
OFFICERS

The name, title, and post office address of each of the officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Otto L. Secada, M.D.	777 East 25st Suite 510 Hialeah, Fl 33013	President
Juan M. Cancio, M.D.	777 East 25st Suite 510 Hialeah, FL 33013	Vice-President

ARTICLE III
DIRECTORS

The name and post office address of each of the directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	
Otto L. Secada, M.D.	777 East 25st Suite 510 Hialeah, Fl 33013	President
Juan M. Cancio, M.D.	777 East 25st Suite 510 Hialeah, FL 33013	Vice-President

ARTICLE IV

LIABILITIES

All debts, obligations and liabilities of this corporation have been paid or discharged.

ARTICLE V

ASSETS

All the remaining property, cash, and assets of the Corporation have been distributed among its shareholders according to their respective rights and interest.

ARTICLE VI

NO ACTION PENDING

There are no actions pending against the Corporation in any court.

ARTICLE VII

DISSOLUTION BY WRITTEN CONSENT

The Corporation has elected to dissolve the Corporation on a unanimous written consent of its shareholders and directors.. A copy of the consent is incorporated and attached as Exhibit "A".

WRITTEN CONSENT TO
DISSOLVE CANSE MEDICAL CENTER P.A.


We, the undersigned shareholders/directors of CANSE MEDICAL CENTER, P.A., hereby unanimously agree and consent that it is advisable and beneficial for the Corporation that it be liquidated and dissolved.

The officers of the Corporation are authorized to do any and all things necessary or convenient to effect the dissolution of the Corporation, including but not limited to:

- (a) executing any and all instruments of conveyance;
- (b) paying all taxes and fees;
- (c) executing all documents required by law to be filed.



PRESIDENT/SHAREHOLDER



VICE PRESIDENT/SHAREHOLDER

93 SEP 20 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"Exhibit A"

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Dissolution on this 23RD day of JULY
1996, in DADE County, Florida.

By: [Signature]

PRESIDENT

ATTEST

[Signature]
VICE-PRESIDENT
(seal)

STATE OF FLORIDA
COUNTY OF DADE

Before me personally appeared Otto L. Secada, M.D. and
Juan M. Cancio, M.D., known to me to be the persons who executed
the foregoing Articles of Dissolution, and they acknowledged before
me that they executed these Articles of Dissolution of Canse
Medical Center, P.A., on behalf of the Corporation.

[SEAL]

[Signature]
NOTARY PUBLIC

My Commission Expires:
BEFORE ME THIS 23RD DAY OF JULY, 1996.

