

P960000015671

AMERILAWYER<sup>®</sup>

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 -- (305) 445-2700

(City, State, Zip)

(Phone #)

96 FEB 20

DIVISION

SH 11:18

400001719194

02/20/96--01076--015  
\*\*\*1890.00 \*\*\*\*\*70.00

OFFICE USE ONLY

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

1. WE CARE MEDICAL CLINIC, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

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☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

96 FEB 20 PM 1:02

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2-20-96  
Examiner's Initials

(initials)

**ARTICLES OF INCORPORATION**  
**OF**  
**WE CARE MEDICAL CLINIC, INC.**

95 FEB 20 PM 1:02

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **WE CARE MEDICAL CLINIC, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

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

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 330 Southwest 27 Avenue, Suite 409, Miami, Florida 33135 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Benigna Ortiz
Vice-President:	Olga Miranda
Secretary:	Olga Miranda
Treasurer:	Olga Miranda

whose addresses shall be the same as the principal address of the Corporation.



#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Olga Miranda  
Benigna Ortiz

whose addresses shall be the same as the principal address of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**AMERILAWYER®**

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19 February 1996.

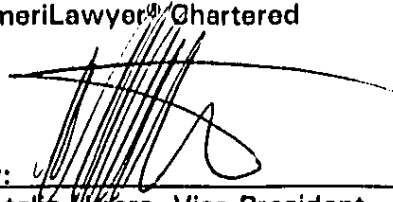
  
Elsie Sanchez, Incorporator

96 FEB 20 PM 1:02

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered

By:   
Natalia Utrera, Vice President

ARTESINC SUB



**AMERILAWYER®**

343 ALMERIA AVENUE / CORAL GABLES, FL 33134 / TELEPHONE (305) 445-2700 / (800) 603-3900 / FACSIMILE (305) 447-8900  
MAILING ADDRESS: POST OFFICE BOX 144479 / CORAL GABLES, FL 33114-4479

P96000015671

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

RECEIVED 11-15-92  
FBI/DOJ 11-15-92  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

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

1. We Care Medical Clinic, Fla.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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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 checked="" type="checkbox"/>	Amendment
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OTHER FILINGS	
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<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

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WE CARE MEDICAL CLINIC, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President:	Benigna Ortiz
Vice-President:	Olga Miranda
Secretary:	Olga Miranda
Treasurer:	Olga Miranda

**SECOND:** Article 5 shall be amended to state:

President:	Benigna Ortiz
Vice-President:	Samuel Arriaga
Secretary:	Samuel Arriaga
Treasurer:	Samuel Arriaga

whose addresses shall be the same as the principal address of the Corporation.

**THIRD:** Article 6 of the Articles of Incorporation states Director(s) as:

Olga Miranda  
Benigna Ortiz

FILED  
96 MAR 15 PM 1:58  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA





**FOURTH:** Article 6 shall be changed to state Director(s) as:

Bonigna Ortiz  
Samuel Arriaga

whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** The date of the adoption of this amendment is the 8 March 1996.

**SIXTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**SEVENTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 8 March 1996.

  
Benigna Ortiz, Director

ARTAMEND.PRES



**AMERILAWYER<sup>®</sup>**

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

P96000015671

Administrative Name  
OLGA ALKANDY  
6340 S.W. 156 CT.  
Miami, FL 33193  
City/State/Zip Phone #

200001739672  
-03/12/96--11057--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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 #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Merger

OTHER FILINGS	
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<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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 11 AM 9:50

TUE MAR 15 1996



Florida Department of State, Jim Smith, Secretary of State  
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 11 AM 9:50

STATE OF FLORIDA  
COUNTY OF DADE

I, OLGA MIRANDA after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, OLGA MIRANDA, hereby resign as VICE PRESIDENT, TREASURY AND SECRETARY of  
(Title)  
WE CARE MEDICAL CLINIC, INC., a Florida corporation;  
(Name of Corporation)

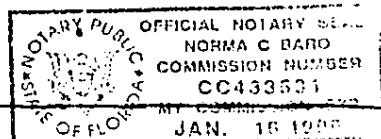
That the corporation has been notified in writing of the resignation.

*Olga Miranda*  
Signature of resigning officer/director

Sworn to and subscribed before me this 7th day of March.

*Norma O. Bari*  
NOTARY PUBLIC

My Commission Expires:



FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314  
CR2E044 (7-90)

RECEIVED

96 MAR 27 11:11:56

# DIVISION OF CORPORATION

**AMERILAWYER<sup>®</sup>**

(Frequentor's Name)

343 ALMERIA AVENUE

(Add. 98)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

{Phone #}

5000001 7538 1 3  
103/2796--01079--003  
\*\*\*\*315.00 \*\*\*\*35.00

OFFICE USE ONLY

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

- | WE CARE MEDICAL CLINIC, INC. |                                 |
|------------------------------|---------------------------------|
| 1.                           | (Corporation Name) (Document #) |
| 2.                           | (Corporation Name) (Document #) |
| 3.                           | (Corporation Name) (Document #) |
| 4.                           | (Corporation Name) (Document #) |

☒ Walk in

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2

☐ **Certified Copy**☐ Mail out☐ Will wait☐ Photocopy☐ **Certificate of Status**

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

A. HENDRICKS MAR 28 1996

Examiner's Initials

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**WE CARE MEDICAL CLINIC, INC.**

**FILED**  
96 MAR 27 AM 8 07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President:	Benigna Ortiz
Vice-President:	Samuel Arriaga
Secretary:	Samuel Arriaga
Treasurer:	Samuel Arriaga

**SECOND:** Article 5 shall be amended to state:

President:	Samuel Arriaga
Vice-President:	
Secretary:	Samuel Arriaga
Treasurer:	Samuel Arriaga

whose addresses shall be the same as the principal address of the Corporation.

**THIRD:** Article 6 of the Articles of Incorporation states Director(s) as:

Samuel Arriaga  
Benigna Ortiz



**FOURTH:** Article 6 shall be changed to state Director(s) as:

Samuel Arriaga

whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** The date of the adoption of this amendment is the 20 March 1996.

**SIXTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**SEVENTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 15 March 1996.

  
\_\_\_\_\_  
Samuel Arriaga, Director

ARTAMEND.PRES



P96000015671

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

96 JUN -3 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

1. WE CARE MEDICAL CLINIC, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☒ Walk in ☐ Pick up time \_\_\_\_\_

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RECEIVED  
96 JUN -3 AM 11:32  
DIVISION OF CORPORATION

NEW FILINGS	
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<input type="checkbox"/>	Other

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

613

*[Handwritten Signature]*

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WE CARE MEDICAL CLINIC, INC.**

**FILED**  
96 JUN -3 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President: Samuel Arriaga  
Secretary: Samuel Arriaga  
Treasurer: Samuel Arriaga

whose addresses shall be the same as the principal address of the Corporation.

**SECOND:** Article 5 shall be amended to state:

President: Samuel Arriaga  
Vice-President: Miguel Angel Leon  
Secretary: Samuel Arriaga  
Treasurer: Samuel Arriaga

whose addresses shall be the same as the principal address of the Corporation.

**THIRD:** Article 6 of the Articles of Incorporation states Director(s) as:

Samuel Arriaga





**FOURTH:** Article 6 shall be changed to state Director(s) as:

Samuel Arriaga  
Miguel Angel Loon

whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** The date of the adoption of this amendment is the 26 April 1996.

**SIXTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**SEVENTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 26 April 1996.

  
\_\_\_\_\_  
Samuel Arriaga, Director

ARTAMEND.PRES



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