

P96000019229

February 27, 1996

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED

96 FEB 28 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

We have forwarded these articles of Incorporation by courier to be filed, and we would appreciate it, if you could send them back to us at your earliest convenience, because we are racing against a deadline. We would also like the certificate copy to be mailed back to the Registered Agent's address and not the business address.

Thank you very much in advance, for your prompt response.

Respectfully

Mireille Tribie M.D.
Mireille Tribie M.D.

200001727182
-02/28/96--01100--004
****122.50 ****122.50

Send Back To:
David Neptune M.D.
3904 SW 127th CT
Miami, Fla. 33175

3-1-96
KH

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: KINAM MEDICAL SERVICES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: David Neptune M.D.
Name (printed or typed)

3904 SW 127 th CT
Address

Miami Florida, 33175
City, State & Zip

551-6664
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FILED
96 FEB 28 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: KINAM MEDICAL SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

777 N.E. 79th Street
Miami Florida, 33138

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 400,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

David Neptune M.D.
3904 SW 127th CT
Miami Florida, 33175

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Serge Alexandre M.D. : 3640 Yacht Club Drive, apt. 1503
Aventura Florida, 33180

Henry Julme M.D. : 12950 SW 67th Ave
Miami Florida, 33156

Mireille Tribie M.D. : 9627 Sw 142nd Ct
Miami Florida, 33186

David Neptune M.D. : 3904 SW 127th Ct
Miami, Florida 33175

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

22 day of February, 1996.



Signature



Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

ARTICLE VI

PURPOSE

KINAM MEDICAL SERVICES INC. is an institution formed by a group of physicians, for the purpose of providing health care including primary medical care, preventive medicine, home visit and HIV/AIDS care in South Florida.

ARTICLE VII

POWERS OF THE CORPORATION

The corporation shall have a board of directors composed of four members who are the original incorporators. The number of directors can increase from time to time not to surpass a maximum of seven. All corporate decision making powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the original incorporators/owners.

ARTICLE VIII

MANAGEMENT OF CORPORATION

The corporate owners may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as deemed necessary. Upon notice properly given, the Bylaws may be amended by the owners, subject to any limitations set forth in the Florida corporation act.

ARTICLE IX

SALARIES

Any form of remuneration to any director/owner will be as mutually agreed upon among said owners.

ARTICLE X

ACCOUNTING

Records of the corporation shall be maintained on a calendar year basis, and a general accounting shall be made and taken by the owners of all transactions of the corporation during the preceding year, and all the property and liabilities of the corporation. The corporation will maintain a checking account and checks must be signed by two of the four forementioned incorporators mutually agreed upon.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the owners at a regular meeting of the directors.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

KINAM MEDICAL SERVICES, INC.

2. The name and address of the registered agent and office is:

David Neptune M.D.
(NAME)

3904 Sw 127th Ct
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami Florida, 33175
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

2/22/96
(DATE)

MAR-11-1996

P96000019029



TELECOPIER TRANSMITTAL FORM



*AMENDMENT
NO CHANGE*

1492 WEST FLAGLER STREET
SUITE 200
MIAMI, FLORIDA 33135
TELEPHONE NO. (305) 541-3694
FAX NO. (305) 541-3770

3/13/96

DATE: 3-13-96 NUMBER OF PAGES 3
 INCLUDING TRANSMITTAL FORM

TO: LORIA POOLE FAX NO.: (904)

PHONE NO.:

TIME:

FROM: Gemma

REGARDING: MAINTENANCE ASSISTANCE CORPORATION

DESCRIPTION OF DOCUMENT TRANSMITTED:

95 MAR 13 PM 3:27
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

REMARKS: Regarding the above corp. & our telephone conversation
here is the amendment to correct art. 2 + 3.
I will send you the original tonight via Federal
Express you will have it tomorrow. Thanks.

[Signature]

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

MAINTENANCE ASSISTANCE CORPORATION

(present name)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 18 2 11:55

FILED

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE II

The principal place of business of this corporation shall be: 16211 N.E. 12th Avenue, North Miami Beach, FL 33162

ARTICLE III

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares of Common Stock at \$ 1.00 Par Value.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 11, 1996

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11 day of March, 19 96

Signature

Andrew Charles Damos

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Andrew Charles Damos

Typed or printed name

Incorporator/President

Title

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAR 18 AM 11:56

FILED