

03-25-1000 10107

305 350 700

ACE INDUSTRIES/PRINTING CORP KIT

P.03

3/25/96

FLORIDA DIVISION OF CORPORATIONS

((H96000004227))

PUBLIC ACCESS SYSTEM

TO DEPARTMENT OF CORPORATIONS

FILED

DEPARTMENT OF CORPORATIONS

FILED

STATE OF FLORIDA

STATE OF FLORIDA

409 EAST MAIN STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

MIAMI FL 33134-289033401-4194

CONTACT: LYNN FRIEDMAN

PHONE: (305) 350-2571

FAX: (305) 350-7032

((H96000004227))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HEALTHWAY MEDICAL CENTER, INC.

FAX AUDIT NUMBER: H96000004227

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/25/1996

TIME REQUESTED: 11:29:23

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

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.

((H96000004227))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

FILED
96 MAR 25 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/25

RECEIVED

96 MAR 25 PM 12:09

RECEIVED

H96-04227

SECRETARY OF STATE
TELEPHONE ROOM
305 399 3000

96 MAR 25 PM 3:04

FILED

ARTICLES OF INCORPORATIONOFHEALTHWAY MEDICAL CENTER, INC.

We, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of the corporation shall be:

HEALTHWAY MEDICAL CENTER, INC.

Its business shall be carried on at Hialeah, Florida and at such other points of places in the State of Florida and in the United States and foreign countries as may, from time to time be authorized by the Board of Directors, its principal place of business shall be 801 West 49th Street, Hialeah, Florida 33012.

ARTICLES II

The general nature of the business or businesses to be transacted is as follows:

SECTION I

Any activity of business permitted under the law of the State of Florida and of the United States of America.

SECTION II

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and chooses in action either as owner, broker, agent or factor.

H96-04227
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571

H96-04227

SECTION III

In the purchase of acquisition of property, business right or franchise, or for additional working capital or for any other object in or about its business affairs, and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of bonds, warrants, debenture, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

This corporation shall have all the general powers, but no recitations, expression or declaration if specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLES III

The maximum number of shares of stocks this corporation is authorized to have outstanding at any time shall be 100 shares at \$1.00 per value.

ARTICLE IV

This corporation shall begin business with a capital not less than: One Hundred Dollars (100.00).

ARTICLE V

This corporation shall exist perpetually and is filed as a Sub-Chapter S Corporation.

ARTICLE VI

The principle place of business of this corporation shall be located at Hialeah, Florida and it may have such other places of business, both within the State of Florida and in foreign countries as may be necessary or convenient. Principle place of business: 801 West 49th Street Suite 204, Hialeah, Florida 33012.

H96-04227

H96-04227

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors of not less than 2 director(s), the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE VIII

The name and post office address of the first board of Directors of this corporation, who shall hold office until the organizational meeting of this corporation, and until their successors are elected and have qualified are:

ANA C LEMUS 326 East 46 St., Hialeah, Florida 33013

ZENIA G ORTA 326 East 46 St., Hialeah, Florida 33013

The officers to be held by the above named Director(s) are as follow:

PRESIDENT: ANA C LEMUS

VICE PRESIDENT: ZENIA G ORTA

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock with each agrees to take is as follows:

ANA C LEMUS 326 East 46 St., Hialeah, Florida 33013
50 shares

ZENIA G ORTA 326 East 46 St., Hialeah, Florida 33013
50 shares

ARTICLE X

The street address of the initial registered office of this corporation is 801 West 49 St. Suite 204., Hialeah Florida 33012.

The registered agent at the above address is

ZENIA G ORTA

ARTICLE XI

The provisions of this Chapter, and each and every article and section hereof, and by-laws of this corporation shall be considered a part of every contract, and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

H96-04227

H96-04227

ACCEPTANCE OF RESIDENT AGENT

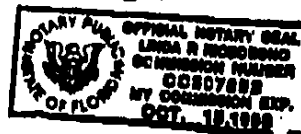
The undersigned registered agent of HEALTHWAY MEDICAL CENTER, INC., a Florida Corporation hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for the aforementioned corporation.

Luis G. Orta
LUIS G ORTA REGISTERED AGENT

WITNESS my hand and seal this 25 day of March, 1996.

Linda R. Riccoboni
NOTARY
LINDA R Riccoboni
00397852

My commission expires: 10-15-98



H96-04227

H96-04227

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 25 day of March,
1996.

Ana C Lemus
ANA C LEMUS

Zenia G Orta
ZENIA G ORTA

STATE OF FLORIDA)
COUNTY OF DADE) SS

Personally appeared before me, the undersigned
authority, ANA C LEMUS AND ZENIA G ORTA to me well known to
be the persons described in the foregoing Articles of
Incorporation and they acknowledged before me that they
executed the same and subscribed to the same for the purpose
herein expressed. *Produced their Florida Drivers License as ID*

WITNESS my hand and seal this 25 day of March
1996.



Linda R Riccoboni
NOTARY PUBLIC
Linda R Riccoboni
00397852
Comm. Exp 10/15/98

FILED

98 MAR 25 PM 3:04

H96-04227

P9600026193

1201 HAYS STREET
TALLAHASSEE, FL 32301-2000
907-223-1111 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 062449 169526A

AUTHORIZATION : Patricia F. Patricia Pysjts

COST LIMIT : \$ 87.50

ORDER DATE : August 22, 1996

ORDER TIME : 12:25 PM

ORDER NO. : 062449

CUSTOMER NO: 169526A

CUSTOMER: Ms. Amy Concepcion
Manguart & Associates, P.a.
Main Floor
1428 Brickell Avenue
Miami, FL 33181

DOMESTIC AMENDMENT FILING

NAME: HEALTHWAY MEDICAL CENTER, INC.

EFFECTIVE DATE: AUGUST 20, 1996

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

AMEND
OBE
8-22

FILED
96 AUG 22 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 AUG 22 PM 4:32
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

CSC NETWORKS
VICKIE PEREZ
TALLAHASSEE, FL 32301

SUBJECT: HEALTHWAY MEDICAL CENTER, INC.
Ref. Number: P96000026193

RESUBMIT

Please give original
submission date as file date.

We have received your document for HEALTHWAY MEDICAL CENTER, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

ARTICLE VIII IS WHERE THIS ERROR OCCURS.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 796A00040017

RECEIVED
96 AUG 23 AM 8:45
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT OF HEALTHWAY MEDICAL CENTER, INC.

To: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of the Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of amendment for purposes of amending the articles of incorporation of the corporation:

- (1) The name of the corporation is Healthway Medical Center,
- (2) The existing Articles of Incorporation of Healthway Medical Center, Inc., filed with the Secretary of State on March 25, 1996, are hereby repealed in total and the Amended Articles of Incorporation attached hereto as Exhibit I are hereby adopted and effective this 20th day of August, 1996.
- (3) The foregoing amendment was unanimously approved and adopted by both the corporation's Board of Directors and Shareholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 20th day of August, 1996.

Healthway Medical Center, Inc., a
Florida corporation

By: X Ana C. Lemus
Ana C. Lemus, President

Certificate of Healthway Medical Center, Inc.

I, Ana C. Lemus, Secretary of Healthway Medical Center, Inc., a Florida corporation, (the "Corporation"), with mailing address 801 West 49th Street, Suite 204, Hialeah, Florida 33012, certify and acknowledge that I am Secretary and President of the Corporation and that I executed the foregoing Articles of Amendment as Secretary and President of the Corporation.

X Ana C. Lemus
Ana C. Lemus, Secretary

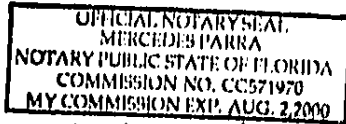
(Corporate Seal)

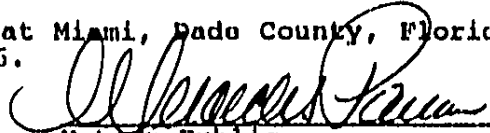
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I certify that on this date, before me, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Ana C. Lemus, as President and Secretary of Healthway Medical Center, Inc., a Florida corporation, who, having produced her Florida drivers license as identification, and not having taken an oath, executed the foregoing instrument and she acknowledged before me that she executed the foregoing

Instrument on behalf of said Corporation.

Executed and sealed by me at Miami, Dade County, Florida on
this 20th day of August, 1996.




Notary Public

My Commission Expires:

**EXHIBIT I TO ARTICLES OF AMENDMENTS
OF HEALTHWAY MEDICAL CENTER, INC.**

**AMENDED ARTICLES OF INCORPORATION
OF
HEALTHWAY MEDICAL CENTER, INC.**

RECEIVED
AUG 22 11:10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a corporation under the laws of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of the corporation shall be:

HEALTHWAY MEDICAL CENTER, INC.

Its business shall be carried on at Hialeah, Florida and at such other points or places in the State of Florida and in the United States and foreign countries as may, from time to time be authorized by the Board of Directors, its principal place of business shall be 801 West 49th Street, Hialeah, Florida 33012.

ARTICLE II

The general nature of the business or businesses to be transacted is as follows:

SECTION I

Any activity of business permitted under the law of the State of Florida and of the United States of America.

SECTION II

That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible, and chooses in action either as owner, broker, agent or factor.

SECTION III

In the purchase of acquisition of property. business right or franchise, or for additional working capital or for any other object in or about its business affairs, and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of bonds, warrants, debenture, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

This corporation shall have all the general powers, but no recitations, expression or declaration if specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers permitted to corporations for profit are hereby included.

ARTICLE III

The maximum number of shares of stocks this corporation is authorized to have outstanding at any time shall be 100 shares at \$1.00 par value.

ARTICLE IV

This corporation shall begin business with a capital not less than: One Hundred Dollars (\$100.00).

ARTICLE V

This corporation shall exist perpetually and is filed as a Sub-Chapter S Corporation.

ARTICLE VI

The principle place of business of this corporation shall be located at Hialeah, Florida and it may have such other places of business, both within the State of Florida and in foreign countries as may be necessary or convenient. Principle place of business: 801 West 49th Street, Suite 204, Hialeah, Florida 33012.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) director, the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE VIII

The name and post office address of the Board of Directors of this corporation, who shall hold office until the organizational meeting of this corporation, and until their successors are elected and have qualified are:

ANA C. LEMUS 326 East 46th Street, Hialeah, FL 33013

The offices to be held by the above named Director(s) are as follows:

PRESIDENT:	ANA C. LEMUS
SECRETARY:	ANA C. LEMUS
TREASURER:	ANA C. LEMUS

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock with each agrees to take is as follows:

ANA C. LEMUS 326 East 46th Street, Hialeah, FL 33013
100 shares

ARTICLE X

The street address of the registered office of this corporation is 801 West 49th Street, Suite 204, Hialeah, Florida 33012.

The registered agent at the above address is:

ANA C. LEMUS

ARTICLE XI

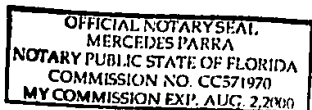
The provisions of this Chapter, and each and every article and section hereof, and By-Laws of this corporation shall be considered a part of every contract, and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of this corporation.

ACCEPTANCE OF REGISTERED AGENT

The undersigned registered agent of HEALTHWAY MEDICAL CENTER, INC., a Florida Corporation hereby states that she is familiar with and accepts the duties and responsibilities as registered agent for the aforementioned corporation.

X Ana C. Lemus
ANA C. LEMUS, Registered Agent

WITNESS my hand and seal this 20th day of August, 1996.



[Signature]
NOTARY PUBLIC

My Commission Expires:

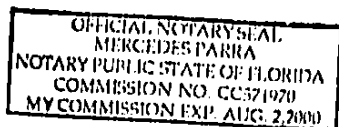
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20th day of August, 1996.

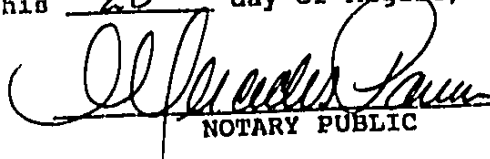
X Ana C. Lemus
ANA C. LEMUS

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Personally appeared before me, the undersigned authority, ANA C. LEMUS, to me well known to be the person described in the foregoing Articles of Incorporation and she acknowledged before me that she executed the same and subscribed to the same for the purpose herein expressed and produced her Florida driver's license ad identification.

WITNESS my hand and seal this 20th day of August, 1996.




NOTARY PUBLIC

My Commission Expires:

P9600026193



PRESTIGE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 062449 169526A

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : \$ 87.50

ORDER DATE : August 22, 1996

ORDER TIME : 12:28 PM

ORDER NO. : 062449

CUSTOMER NO: 169526A

CUSTOMER: Ms. Amy Concepcion
Manguart & Associates, P.a.
Main Floor
1428 Brickell Avenue
Miami, FL 33181

RA Change

CHANGE OF AGENT

NAME: HEALTHWAY MEDICAL CENTER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

 PLAIN STAMPED COPY

CONTACT PERSON: Victoria L. Perez *[Signature]*

FILED
96 AUG 22 AM 11:00
DIVISION OF CORPORATION
RECEIVED
96 AUG 22 PM 1:32

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Healthway Medical Center, Inc.

1b. Date of Incorporation March 25, 1996 Document number P96000026193

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

Zenia G. Orta, 801 West 49th Street, Suite 204, Hialeah, FL 33012.

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

Ana C. Lemus, 801 West 49th Street, Suite 204, Hialeah, FL 33012

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

X Ana C. Lemus

SIGNATURE

August 5, 1996

DATE

Ana C. Lemus, President

Typed or printed name and title

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 RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

X Ana C. Lemus

(Registered Agent)

DATE August 5, 1996

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

CR2E045 (7-91)

FILING FEE: \$35.00