

P46000027654

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN 3/29 11:00
Will Pick Up

RE: Providence Health
Management (S/M/RP) W/M 20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____
<input type="checkbox"/> Art. of Inc. Filing	_____
<input type="checkbox"/> Corp. Record Search	_____
<input type="checkbox"/> Ltd. Partnership Filing	_____
<input type="checkbox"/> Foreign Corp. Filing	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____
<input type="checkbox"/> Art. of Amend. Filing	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____
<input type="checkbox"/> C U S.	_____
<input type="checkbox"/> Fictitious Name Filing	_____
<input type="checkbox"/> Name Reservation	_____
<input type="checkbox"/> Annual Report/Restatement	_____
<input type="checkbox"/> Reg. Agent Service	_____
<input type="checkbox"/> Document Filing	_____
<input type="checkbox"/> Corporate Kit	_____
<input type="checkbox"/> Vehicle Search	_____
<input type="checkbox"/> Driving Record	_____
<input type="checkbox"/> Document Retrieval	_____
<input type="checkbox"/> UCC 1 or 3 Filing	_____
<input type="checkbox"/> UCC 11 Search	_____
<input type="checkbox"/> UCC 11 Retrieval	_____
<input type="checkbox"/> Filing No.'s, Copies	_____
<input type="checkbox"/> Courier Service	_____
<input type="checkbox"/> Shipping/Handling	_____
<input type="checkbox"/> Phone ()	_____
<input type="checkbox"/> Top Priority	_____
<input type="checkbox"/> Express Mail Prep.	_____
<input type="checkbox"/> FAX () pgs.	_____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
PROVIDA HEALTHCARE MANAGEMENT GROUP, INC.

FILED
96 MAR 29 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is PROVIDA HEALTHCARE MANAGEMENT GROUP, INC.

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III-PURPOSE

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

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollars (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V-INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the Corporation is 3837 S.W 8th Street, Miami, Florida 33134. The name and address of the initial registered agent for the corporation is Benjamin R. Metsch, Metsch & Metsch, P.A., 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130.

ARTICLE VI-BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) initial Directors. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Ramon Gonzalez	3837 S.W 8th Street Miami, Florida 33134
Lawrence Duran	3837 S.W 8th Street Miami, Florida 33134
Odalys Ruiz Sanchez	3837 S.W 8th Street Miami, Florida 33134
Julian Cantillo	3837 S.W 8th Street Miami, Florida 33134

ARTICLE VIII-OFFICERS

The officers of the corporation are:

<u>Name</u>	<u>Office</u>
Ramon Gonzalez	President
Lawrence Duran	Vice-President
Odalys Ruiz Sanchez	Treasurer
Julian Cantillo	Secretary

ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

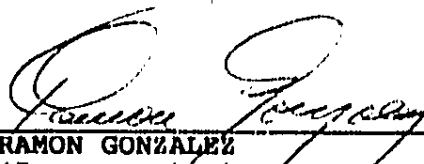
ARTICLE XI-INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Ramon Gonzalez, 3837 S.W 8th Street, Miami, Florida 33134.

ARTICLE XII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed those Articles of Incorporation, this 28th day of March, 1996.


RAMON GONZALEZ
(Incorporator)

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared RAMON GONZALEZ, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of PROVIDA HEALTHCARE MANAGEMENT GROUP, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th day of March, 1996.


NOTARY PUBLIC, State of Florida

My Commission expires:

OFFICIAL NOTARY SEAL
SUSANA L. BALBIDARES
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC524303
MY COMMISSION EXP. JAN. 20, 2000

ACCEPTANCE BY REGISTERED AGENT

FILED

96 MAR 29 AM 11:20

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 28th DAY OF March, 1996.

METSCH & METSCH, P.A.

By: 

BENJAMIN R. METSCH

P96000027654

LAW OFFICES

METSCH & METSCH, P.A.

BIRCHAYNE BUILDING - SUITE 410

10 WEST FLAGLER STREET

MIAMI, FLORIDA 33130-4400

LAWRENCE H. METSCH •
BENJAMIN H. METSCH

• ALSO ADMITTED IN CONNECTICUT

TELEPHONE (305) 355-7773
TELECOMEN (305) 355-7077
FROM SOUTHEAST FLORIDA
1-800-891-5200

SUSANA L. BALBIDARES
ADMINISTRATOR

August 7, 1996

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

Attention: Amendments

RE: Provida Healthcare Management
Group, Inc.

Gentlemen:

Regarding the filing of Articles of Amendment for subject corporation, please find the following:

1. Original and one copy of Articles of Amendment to Articles of Incorporation of Provida Healthcare Management Group, Inc.;
2. Our Check No. 3220, made payable to Secretary of State in the amount of \$35.00, representing your fee for this service; and
3. Self-addressed, stamped envelope for your providing us of a stamped copy of subject Articles of Amendment.

Thank you for your attention to this matter.

Sincerely yours,

Susana L. Balbidares
Susana L. Balbidares
Administrator

Enclosures

Amend

VS AUG 16 1996

FILED
96 AUG 16 PM 3:02
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
96 AUG 12 PM 3:02
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

PROVIDA HEALTHCARE MANAGEMENT GROUP, INC.

(present name)

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

FIRST: Amendment(s) adopted: Article V shall now read: The street address of the corporate office of the Corporation is 19 West Flagler Street, Suite 416, Miami, Florida 33130. The name and address of the initial registered agent for the Corporation is Benjamin R. Metsch, Metsch & Metsch, P.A., 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130. Article VII shall now read: The Corporation shall have one Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). *

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: 8/1/96

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

- ☒ The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- ☐ 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 UNANIMOUS decision
(voting group)

(continued)

Signed this 1 day of August, 1976.

PROVIDA HEALTHCARE MANAGEMENT GROUP, INC.
(Corporation Name)

By [Signature]
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)
(A director or incorporator if adopted by the directors or incorporators)

JULIAN CANTILLO
(Typed or printed name)
CHAIRMAN OF THE BOARD OF DIRECTORS
(Title)

* The name and address of the Director of this Corporation is:
Julian Cantillo, 19 West Flagler Street, Suite 416, Miami, Florida 33130.
Article VIII shall now read: Julian Cantillo, President.

LAW OFFICES
METSCH & METSCH, P.A.
DISCAYNE BUILDING - SUITE 400
10 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-4400

LAWRENCE R. METSCH •
BENJAMIN R. METSCH •
• ALSO ADMITTED IN CONNECTICUT

TELEPHONE (305) 358-7773
TELECOMMER (305) 358-7077
FROM SOUTHEAST FLORIDA
1-800-781-5200
SUSANA L. BALBIDARES
ADMINISTRATOR

P96000027654
September 20, 1996

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

SEP 20 1996
-09/24/96--01124--012
*****35.00 *****35.00

Attention: Amendments

RE: Amendment to Articles of
Incorporation of Provida
Healthcare Management Group,
Inc., a Florida corporation

Gentlemen:

Please find enclosed the following:

1. Original and one copy of Amendment to Articles of Incorporation of Provida Healthcare Management Group, Inc., a Florida corporation;
2. Our Check No. 3336, made payable to the Secretary of State in the amount of \$35.00, representing your fee; and
3. A self-addressed, stamped envelope for your providing of a stamped copy of Amendments back to our office.

If you have any questions, do not hesitate to contact us.

Thank you for your attention to this matter.

Sincerely yours,

Susana L. Balbidares
Susana L. Balbidares
Administrator

Enclosures

Amendment
9-26-96 *De*

RECEIVED
SEP 23 PM 1:12
DIVISION OF CORPORATIONS
STATE OF FLORIDA

P.3

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

PROVIDA HEALTHCARE MANAGEMENT GROUP, INC.

(present name)

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

FIRST: Amendment(s) adopted: Article VIII: Should read: the sole officer of the corporation is Julian Cantillo, President/Secretary

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: September 17, 1996

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

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

☐ 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 unanimous decision
(voting group)

(continued)

Signed this 17th day of September, 19, 96.

PROVIDA HEALTHCARE MANAGEMENT GROUP, INC.

(Corporation Name)

By

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

(A director or incorporator if adopted by the directors or incorporators)

JULIAN CANTILLO

(Typed or printed name)

Chairman of the Board of Directors

(Title)