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CONSUELO PHILIPP

8375 WEST FLAGLER STREET, SUITE 215 • MIAMI, FLORIDA 33144 • (305) 778-7006

March 26, 1996

Corporate Records Bureau  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

200001 772742  
-04/08/96--01030--006  
\*\*\*\*122.50 \*\*\*\*122.50

Attention: Division of Corporations  
Document Filing Section

In Re: Incorporation of  
South Florida Health Providers, Inc.

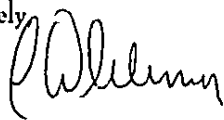
Dear Sir/Madam:

I am enclosing with this letter the following documents relating to the incorporation of South Florida Health Providers, Inc.

1. The Articles of Incorporation;
2. A check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent;
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter.

Sincerely,



Consuelo Philipp  
8375 West Flagler Street  
Suite 215  
Miami, Florida 33144

PMC  
4/12/96

FILED  
96 APR -8 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

SOUTH FLORIDA HEALTH PROVIDERS, INC.

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FILED

96 APR -8 PM 4:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I (We) the undersigned, do hereby associate ourselves together and this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions

\*\*\*\*\*ARTICLE ONE\*\*\*\*\*

The name of the corporation shall be:

THE NAME OF THE CORPORATION SHALL BE  
SOUTH FLORIDA HEALTH PROVIDERS, INC.

\*\*\*\*\*ARTICLE TWO\*\*\*\*\*

The corporation may engage in any activity or business permitted under the Laws of the United States of America and of the State of Florida.

\*\*\*\*\*ARTICLE THREE\*\*\*\*\*

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be Five Hundred (500) of stocks which shall be common stocks par value of One Dollar (\$1.00) per share.

All of any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at true value thereof.

**\*\*\*\*\*ARTICLE FOUR\*\*\*\*\***

This corporation shall begin business with a minimum capital of the amount of Five Hundred Dollars (\$500.00).

**\*\*\*\*\*ARTICLE FIVE\*\*\*\*\***

This corporation shall have perpetual existence.

**\*\*\*\*\*ARTICLE SIX\*\*\*\*\***

The principle office of the corporation shall be located at:

8357 West Flagler Street  
Suite 215  
Miami, Florida 33144-2029

Other office(s) for the transaction of business may be located wherever the Directors may deem necessary or expedient.

**\*\*\*\*\*ARTICLE SEVEN\*\*\*\*\***

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of directors, not less than one, shall be fixed by resolution or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

**\*\*\*\*\*ARTICLE EIGHT\*\*\*\*\***

The name(s) and post office addresses of the members of the Board of Directors and the officers who shall hold office for the first year of existence of the

corporation or until their successors are elected or appointed and have qualified, are as follows:

BOARD OF DIRECTORS	NAME	ADDRESS
President	Consuelo Philipp	11766 S.W. 133 Place Miami, Florida 33186

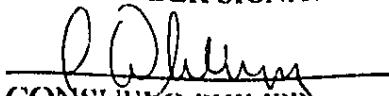
\*\*\*\*\*ARTICLE NINE\*\*\*\*\*

The name(s) and post office addresses of each of the subscribers to this certificate in Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

SUBSCRIBERS:

NAME	ADDRESS	NO. OF SHARES
CONSUELO PHILIPP	11766 S.W. 133 Place Miami, Florida 33186	500

SUBSCRIBER SIGNATURE

  
CONSUELO PHILIPP

This corporation shall have full power to carry on and transact each of all of the business enumerated in Article Two of the Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

\*\*\*\*\*ARTICLE ELEVEN\*\*\*\*\*

This corporation shall have the power to issue the whole or any part determined by the Board of Directors, of the shares of the capital stock as partly paid, subject to

calls thereon until thereof shall have been paid.

\*\*\*\*\*ARTICLE TWELVE\*\*\*\*\*

Upon election of a Board of Directors by the stockholders, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law on this certificate otherwise any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless otherwise provided by the by-laws of the Board of Directors.

All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

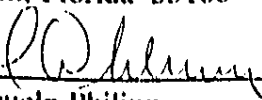
\*\*\*\*\*ARTICLE THIRTEEN\*\*\*\*\*

The corporation does hereby designate the following address as its principle office:

8357 West Flagler Street  
Suite 215  
Miami, Florida 33144-8725

The corporation does hereby designate as the registered agent of record:

Consuelo Philipp  
11766 S.W. 133 Place  
Miami, Florida 33186

  
Consuelo Philipp

STATE OF FLORIDA)

ss


COUNTY OF DADE )

BEFORE ME, the undersigned authority, duly authorized to administer oaths and  
take acknowledgements, personally appeared:

Consuelo Philipp

who, after being by me first duly sworn, executed the foregoing Certificate of  
Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have here onto set my hand and official seal at Miami,  
said county and State of this March 26, 1996:

  
Notary Public, State of Florida at Large

