

MAY 1996 FAXED 305 981 1605  
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TO: DIVISION OF CORPORATIONS  
KALIN, P.A.

FROM: KRAMER, GREEN, ZUCKERMAN &

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

4000 HOLLYWOOD BLVD  
SUITE 485 SOUTH  
HOLLYWOOD FL 33021-00

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CONTACT: SANDY TOMLIN  
PHONE: (305) 966-2112

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((H96000006538))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ALL CARE PEDIATRICS, INC.

FAX AUDIT NUMBER: H96000006538

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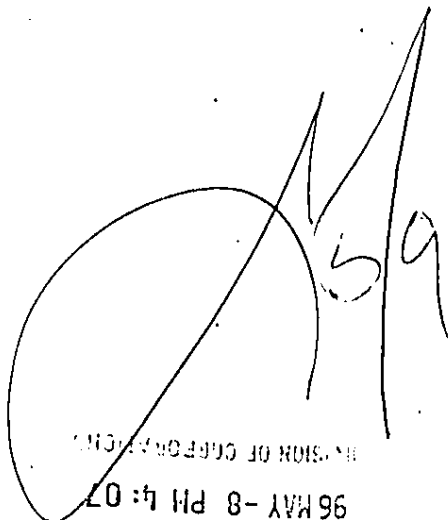
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KRAMER GREEN ZUCKERMAN K

FAX NO. 3059811005

P.02

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ARTICLES OF INCORPORATION  
OF  
ALL CARE PEDIATRICS, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is ALL CARE PEDIATRICS, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is 945 West Commercial Boulevard, Fort Lauderdale, FL 33309.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

Prepared by: Mitchell F. Green, Fla. Bar No. 358789  
Kramer, Green, Zuckerman & Kahn, P.A.  
4000 Hollywood Boulevard, Suite 485 South  
Hollywood, FL 33021  
Phone: (954) 966-2112

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ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

This Corporation shall issue two (2) classes of common stock, to-wit:

1. Voting common stock; and
2. Nonvoting common stock.

The two (2) classes of common stock, except for their voting rights, shall be identical in all respects, including but not limited to their rights, preferences and obligations.

Each share of voting common stock of this Corporation shall entitle the holder of record hereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is MITCHELL F. GREEN, and the name of the initial registered agent of this corporation at that address is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021.

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## ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one

(1). The name and address of the initial director of this corporation is:

Harvey Goldberg  
945 West Commercial Boulevard  
Fort Lauderdale, FL 33309

## ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Harvey Goldberg  
945 West Commercial Boulevard  
Fort Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
on this 7<sup>th</sup> day of May, 1996.

  
Harvey Goldberg  
Initial Director/Incorporator

K:\MFCALLCARE.PED\ARTICLES

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST -- That ALL CARE PEDIATRICS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 945 West Commercial Boulevard, City of Fort Lauderdale, State of Florida, has named MITCHELL F. GREEN, located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

Harvey Goldberg

TITLE: Incorporator

DATE: May 7, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: Mitchell F. Green  
Registered AgentDATE: May 7, 1996

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KRAMER, GREEN, ZUCKERMAN & KAHN, P.A. FAX NO. 758911005

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(((H97000004083 6)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

ACCT#: 073707002173

CONTACT: SANDY TOMLIN

PHONE: (954)966-2112

FAX #: (954)981-1605

NAME: ALL CARE PEDIATRICS, INC.

AUDIT NUMBER.....H97000004083

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR-10-97 MON 14:50

KRAMER GREEN ZUCKERMAN K

FAX NO. 3058011805

P.02

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
ALLCARE PEDIATRICS, INC.

FILED  
97 MAR 10 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of the Incorporation of the above-named Corporation are hereby amended as follows:

1. ARTICLE 1 is hereby amended to read as follows:

The name of this corporation is:

**H & H ENTERPRISES OF DADE, INC.**

2. The foregoing amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to Florida Business Corporation Act Section 607.1003, on March 3 1997.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment this 3 day of March, 1997.

ALLCARE PEDIATRICS, INC.

By: 

HARVEY GOLDBERG, President

Prepared by: Mitchell F. Green, Bar No. 358789, KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021  
Phone: (954) 966-2112

mfgallcare.ped/art.amd

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