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DIVISION OF COURT ORGANIZATION

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ARTICLES OF INCORPORATION  
OF  
UNION MEDICAL ASSOCIATION CORPORATION

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The undersigned subscribers to these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the Corporation shall be UNION MEDICAL ASSOCIATION CORPORATION.

ARTICLE II.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporation may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is to have

EDWARD J. ABRAMSON, ESQ.  
7270 N.W. 12th St. #580  
Miami, FL 33126  
(305) 594.4999 FBN. 795739.

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outstanding at any one time is Three Hundred (300) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00.

#### ARTICLE IV.

##### TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

#### ARTICLE V.

##### REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Alberto M. Hernandez, and the Registered Office shall be located at 9408 S.W. 154th Place, Miami, Florida 33196, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

#### ARTICLE VI.

##### DIRECTORS

This corporation shall have not less than one nor more than three directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation

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which, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME  
Jose Coutin  
Secretary/Treasurer

STREET ADDRESS  
8841 West Flagler Street  
Apartment # 102  
Miami, Florida 33174

Alberto H. Hernandez  
Vice-President

9408 S.W. 154th Place  
Miami, Florida 33196

Oilda J. Perez  
President

1420 S.W. 119th Place  
Miami, Florida 33184

#### ARTICLE VII.

##### SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is Oilda J. Perez, 1420 S.W. 119th Court Miami, Florida 33184.

#### ARTICLE VIII.

##### INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

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ARTICLE IX.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE X.

TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XI.

AMENDMENT

These Articles of Incorporation may be amended with a majority vote of not less than 75% of the stock holders.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal at  
Miami, Dade County, Florida this 17th day of June, 1996.

Jose Coutin

Alberto H. Hernandez

Olida J. Perez

STATE OF FLORIDA }  
COUNTY OF DADE } SS

BEFORE ME, the undersigned authority, this day personally  
appeared: JOSE COUTIN, ALBERTO H. HERNANDEZ and OLIDA J. PEREZ to  
me known to be the individual(s) described in and who executed the  
foregoing Articles of Incorporation of UNION MEDICAL ASSOCIATION  
CORPORATION and that they acknowledged before me that they signed  
and executed same for the purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal at Miami, Dade County, Florida this 25th day of June, 1996.

My Commission Expires:

Rodolfo Valente  
Notary Public for the State of  
Florida  
My Comm. expires Oct 14, 1997  
No. CC22557

**CERTIFICATE ACCEPTING DESIGNATION**  
**AS**  
**REGISTERED AGENT**

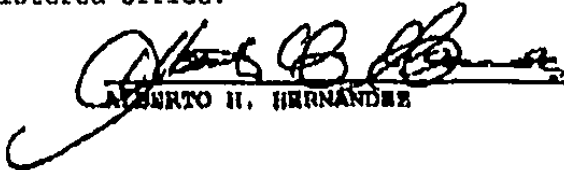
I HEREBY CERTIFY that I have accepted the designation as  
Registered Agent of UNION MEDICAL ASSOCIATION CORPORATION and agree  
to serve as its registered agent to accept service of process

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within this State at its Registered Office.

  
ALBERTO H. HERNANDEZ

STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE        )

SWORN TO AND SUBSCRIBED before me by Alberto H. Hernandez on  
this 25th day of June, 1996.

  
NOTARY PUBLIC FOR THE STATE  
OF FLORIDA AT LARGE .

ANDREA VALIENTE  
Notary Public, State of Florida  
My Comm. expires Oct 14, 1997  
No. CC219557

MY COMMISSION EXPIRES:

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TALLAHASSEE, FLORIDA

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