

P96000070148

8/9/96

Health Corp

UNIVERSAL HOME HEALTH INC

7200 NW 19TH ST

MIAMI

1982-7185-1

105-894-1240

500001518405
-08/13/95--01008--0110
***122.50 ***122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):

1. Health Management International
(Corporation Name) (Document #)
2. Corporation
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AUG 14 1996 BSB

(691)

111-0-16954

AUG 22 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Northum
Secretary of State

August 14, 1996

MIGUEL A. CRUZ-PERAZA
7200 N.W. 19 STREET
SUITE 511
MIAMI, FL 33126

SUBJECT: HEALTH MANAGEMENT INTERNATIONAL CORPORATION
Ref. Number: W96000016954

We have received your document for **HEALTH MANAGEMENT INTERNATIONAL CORPORATION** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state the number of shares of authorized stock.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00038626

ARTICLES OF INCORPORATION

FILED

96 AUG 22 PM 3:18

ARTICLE ONE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(a) Name. The name of the corporation shall be **Health Management International Corporation.**

(b) Place of business. The principal place of business of the corporation shall be in Dade County at the following address: 7200 N.W. 19 Street, Suite 511, Miami, Florida 33126.

ARTICLE TWO

OBJECTS, BUSINESS AND POWERS

(a) Objects. The objects for which this corporation is formed, and the general nature of its business, shall be as follows:

1. To organize an international Health organization. This corporation shall, therefore, have among its objects and purposes that of conducting health organization, and of possession of all the attributes, powers and privileges of such a corporation, as provided by the laws of Florida, and particularly 607 F.S.;

2. To borrow money, draw, accept or endorse promissory notes or other evidence of indebtedness, and, for the purpose of securing any of its obligations and contracts, to convey, transfer, pledge or mortgage all or any part of its property or assets, on such terms and conditions as the board of directors shall authorize and as may be permitted by law.

(b) Powers. This corporation shall have all the powers necessary for, or incidental to, the convenient transaction of the business for which it has been organized, including the holding the real estate, and, further among its powers, shall be the following:

1. To sue and be sued in its corporate name;

2. To exempt the private property of its stockholders from liability for its corporate debts;

3. To make contracts and acquire the transfer property, possessing in such respects the same powers as natural persons;

4. To establish bylaws, and make all rules and regulations necessary for the management of its affairs; and

5. To have and exercise any and all such other powers, rights and privileges now or hereafter conferred by the laws of Florida.

(c) Powers conferred by law. The foregoing sections shall be so construed, both as to objects and powers, and it is hereby expressly provided, that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and that they are in furtherance of and in addition to, and not in limitation of, the general powers conferred by the laws of Florida on corporations of this character, and organized under the provisions of 607 F.S.

(d) Conveyances. All conveyances of real estate shall be executed by the president and countersigned by the secretary.

(e) Seal. The corporation shall have a corporate seal.

ARTICLE THREE

COMMENCEMENT AND TERMINATION

The corporate existence of this corporation shall begin on issuance of the articles by the secretary of the State of Florida and the corporate existence shall continue indefinitely, unless the corporation is sooner dissolved by a majority vote of all stockholders or by act of the legislature of Florida, or by operation of law.

The authorized capital stock shall be 1000 shares common stock - no par value.

ARTICLE FOUR

DIRECTORS AND OFFICERS

(a) Board of Directors. The business and affairs of this corporation shall be conducted by a board of directors of not less than 2 nor more than 5 members. The number of directors until the first annual meeting of this corporation shall be 2. Thereafter, the number of directors may be determined at the annual meeting, or in accordance with the bylaws, within the above limits. The directors shall hold office until their successors shall have been duly elected and qualified.

(b) Officers. The officers of this corporation shall be a president, vice president, secretary and a treasurer, who shall be elected by the board of directors immediately following the annual meeting of the members, or as soon thereafter as may be practical. Any two offices may be filled by the same person

(except the offices of president and secretary). The board of directors shall fix the compensation of all officers.

(c) Vacancies. Vacancies occurring in the board of directors shall be filled by the remaining directors for the unexpired term.

(d) Duties of officers. The duties of the officers shall be those usually performed by such officers in similar corporations, unless otherwise provided in the bylaws or by resolution adopted by the board of directors.

(e) Meetings. At all meetings of the board of directors, a majority of all the directors shall be necessary to elect any officer or to pass any measure at such meetings.

(f) Bylaws. The board of directors may make and adopt such bylaws, not inconsistent with these articles, as it may deem feasible, and may change or repeal the same from time to time.

(g) First directors. The names and post office addresses of directors of this corporation until the first annual meeting are as follows: address of
principal office

Miguel A. Cruz-Peraza

Michael S. Riley

(h) The first officers of this corporation are:

Miguel A. Cruz-Peraza - President

Michael S. Riley - Vice President

James V. Johnstone - Secretary

ARTICLE SIX

MEETINGS

(a) Regular annual meeting. The regular annual meeting of the members of this corporation shall be held at 7200 N.W. 19 Street, Suite 511, Miami, Florida 33126, the office of the corporation in Dade County, in August of each year beginning with the year 1996.

(b) Special meetings. Special meetings of the members may be held from time to time when ordered by the president or by resolution of a majority of the board of directors.

(c) Notice of Meetings. No notice of a regular annual meeting of the members shall be required, but in the event of a special meeting, 5 days notice of such special meeting shall be given by the secretary to each member in person or by mail directed to such member at the last known address as shown by the books of the corporation unless specifically waived in writing.

ARTICLE SEVEN

NONLIABILITY OF STOCKHOLDERS

The private property of the incorporators and all stockholders of this corporation shall be free and exempt from all corporate debts and liabilities, and shall, under no circumstance, be subjected to or liable for any indebtedness of this corporation. This article shall not be repealed, altered or amended during the life of this corporation.

ARTICLE EIGHT

AMENDMENTS

These articles of incorporation, except as specifically provided otherwise, may be amended at any regular annual meeting of the members, or at a special meeting called for that purpose, by affirmative vote in favor of such amendment by a majority of those members present, provided further that this corporation shall not be voluntarily dissolved except by a majority vote of all the members thereof.

ARTICLE NINE

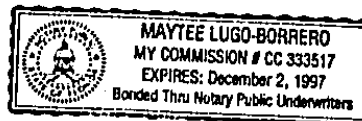
The registered agent of the corporation shall be:

James v. Johnstone

7200 N.W. 19 Street Suite 511
Miami, FL 33126

In witness whereof, the undersigned incorporators have executed the articles of incorporation on 8/20/96 (date).


MIGUEL A. CRUZ-PERAZA
Incorporator




Notary Public

My Commission Expires:
12/2/97

Having been named as registered agent for the above-stated corporation,
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 and I accept the duties and obligations of Section 607.0505, Florida
Statutes (1991)


JAMES V. JOHNSTONE
Registered Agent


Notary Public

My Commission Expires: 12/8/97



G:\Legal\Articles

FILED
96 AUG 22 PM 3:19
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA