

1201 HAYS STREET
NEW YORK, NY 10017
907-222-0171
907-222-0171 FAX

001-342-7086

096000070805



networks

RECEIVED

96 AUG 26 AM 11:57

PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000732 DIVISION OF CORPORATION

REFERENCE : 064838 87551A

AUTHORIZATION :

Patricia Pyrite

COST LIMIT : \$ 70.00

ORDER DATE : August 26, 1996

ORDER TIME : 9:38 AM

ORDER NO. : 064838

CUSTOMER NO: 87551A

CUSTOMER: Ms. Laura Varney
LAWRENCE B. JURAN, PA

900001931799

Suite 100
1200 Corporate Center Way
Wellington, FL 33414

DOMESTIC FILING

NAME: ECHMA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

gf
8/26/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 26 PM 2:05

ARTICLES OF INCORPORATION
OF
ECHMA, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 AUG 26 PM 2:05

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be: **ECHMA, Inc.**

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 5205 Greenwood Avenue, Suite 200, West Palm Beach, Florida 33407. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any business and other activities permitted under the laws of the United States and Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V TERM OF EXISTENCE

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

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Lawrence B. Juran, P.A., a Florida professional association. The street address of the initial registered agent of this corporation is 1200 Corporate Center Way, Suite 100, Wellington, Florida 33414.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

Carl H. Sadowsky, M.D.
5205 Greenwood Avenue #200
West Palm Beach, Fl. 33407

Walter C. Martinez, M.D.
5205 Greenwood Avenue #200
West Palm Beach, Fl. 33407

Michael M Tuchman, M.D.
3365 Burns Road #206
Palm Beach Gardens, Fl. 33410

Jeffrey B. Brown, M.D.
3365 Burns Road #206
Palm Beach Gardens, Fl. 33410

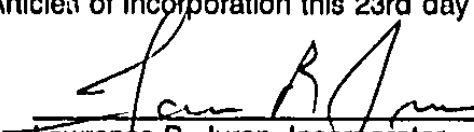
ARTICLE VIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is Lawrence B. Juran, 1200 Corporate Center Way, Suite 100, Wellington, Florida 33414.

The undersigned has executed these Articles of Incorporation this 23rd day of August, 1996.


Lawrence B. Juran, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lawrence B. Juran, known to me to be the person who executed the foregoing Articles of Incorporation, or who produced _____ as identification, and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this 23rd day of August 1996.


Notary Public
State of Florida at Large

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

STATE
CORPORATIONS
96 AUG 26 PM 2:05

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **ECHMA, INC.**
2. The name and address of the registered agent and office is: 1200 Corporate Center Way, Suite 100, Wellington, Florida 33414.

Lawrence B. Juran, P.A.,
Registered Agent

By: 

Lawrence B. Juran, President

Dated: August 23, 1996.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED CORPORATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED CORPORATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

Dated: August 23, 1996

Lawrence B. Juran, P.A.,
Registered Agent:

By: 

Lawrence B. Juran, President