P96000089068

LAW OFFICES OF
PETER C. BIANCHI, JR.
255 UNIVERSITY DRIVE
CORAL GABLES, FL 33134
TELEPHONE (305) 567-0100
TELECOPIER (305) 567-0300

96 OCT 23 PM 4:32

October 25, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Associated Medical Managers, Inc.

600001987556--0
-10/28/96--01073--001
****122.50 ****122.50

Gentlemen:

Enclosed for filing are Articles of Incorporation of Associated Medical Managers, Inc. together with our check (#1133) in the amount of $122.50 in payment of the filing fees, registered agent designation and certified copy. Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,

Peter C. Bianchi, Jr.

PCB,Jr./ag
Enclosures

ST
10/30

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# ARTICLES OF INCORPORATION
# OF

## ASSOCIATED MEDICAL MANAGERS INC.

a Florida corporation

**ARTICLE I: NAME.**

The name of this Corporation is:

ASSOCIATED MEDICAL MANAGERS, INC.,
a Florida corporation

**ARTICLE II: DURATION.**

The duration of the Corporation is perpetual.

**ARTICLE III: ADDRESS.**

The office and mailing address of the corporation shall be:

c/o
Dr.Alix Salvant
7241 S.W. 63rd Avenue
Suite 101
South Miami, Florida 33143

**ARTICLE IV: PURPOSE.**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE V: SHARES.**

The Corporation is authorized to issue TWO classes of Stock, one preferred (Class A ) and one common (class B ):

CLASS A PREFERRED SHARES.

There shall be ONE HUNDRED (100) shares of CLASS A preferred stock, par value of $1.00 per share. The holder(s) of CLASS A stock shall have FULL AND UNLIMITED VOTING RIGHTS and SHALL BE ENTITLED TO RECEIVE THE NET ASSETS OF THE CORPORATION UPON DISSOLUTION. Preferred shares shall have preference over all other classes of shares with respect to dividends and distributions upon dissolution of the corporation.

CLASS B COMMON SHARES.

There shall be ONE THOUSAND (1000) shares of CLASS B common stock, par value of $1.00 per share. The holder(s) of CLASS B stock shall have NO VOTING RIGHTS, except to the extent prohibited by law and who shall NOT BE ENTITLED TO RECEIVE THE NET ASSETS OF THE CORPORATION. Class B common shares of stock shall be redeemable annually at the time of the annual meeting of shareholders, at the option of the corporation or the shareholder.

## ARTICLE VI: REGISTERED AGENT.

The name of the initial registered agent, and the street address of the initial registered office of the corporation are:

Peter C. Bianchi, Jr.
255 University Drive
Coral Gables, FL 33134.

## ARTICLE VII: DIRECTORS.

The number of initial directors of the corporation is ONE (1). The name and address of the initial director of the corporation is:

Alix Salvant
7241 S.W. 63rd Avenue
Suite 101
South Miami, Florida 33143

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation.

**ARTICLE VIII: OFFICERS.**

The names and addresses of the initial officers of the corporation are:

**PRESIDENT/SECRETARY/TREASURER:**

**Alix Salvant**
**7241 S.W. 63rd Avenue**
**Suite 101**
**South Miami, Florida 33143**

**ARTICLE IX: INDEMNIFICATION.**

The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by law.

**ARTICLE X: INCORPORATOR.**

The name and address of the Incorporator of the corporation is Peter C. Bianchi, Jr., 255 University Drive, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of October, 1996.

By: ______________________
Peter C. Bianchi, Jr., Incorporator

STATE OF FLORIDA )
: ss
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared Peter C. Bianchi, Jr., personally known to me or who produced ______________________ as identification, who did take an oath.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 14th day of October, 1996.

My Commission Expires:

NOTARY PUBLIC, State of Florida

OFFICIAL NOTARY SEAL
MARIA C ARRIOLA VELEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC342365
MY COMMISSION

## ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

By: ______________________
Peter C. Bianchi, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 4:33