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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

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NAME: SOUTH FLORIDA MEDICAL CENTER, INC.

AUDIT NUMBER.....H96000016824

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1996

EMPIRE

SUBJECT: SOUTH FLORIDA MEDICAL CENTER, INC.
REF: W96000025151

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

THE PRINCIPAL ADDRESS MUST BE THE SAME THROUGHOUT THE ARTICLES.,

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) 487-6067.

Neyma Culligan
Document Specialist

FAX Aud. #: H96000016824
Letter Number: 296A00053954

Page 2 & 4 has
Same city for
Principal address.
?

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ARTICLES OF INCORPORATION
of

SOUTH FLORIDA MEDICAL CENTER, INC.

WE, THE UNDERSIGNED, ENRIQUE CANO, AND ARA MIRANDA, associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SOUTH FLORIDA MEDICAL CENTER, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To engage in any legal business.

b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.

c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated of implied.

ALFREDO SANCHEZ
Accountant
5200 S.W. 8th STREET
Miami, FL 33134
305 445-9025

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ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock of ONE DOLLAR PAR value.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED AND 00/100 DOLLARS.

ARTICLE V

CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 5200 S.W 8TH STREET SUITE 204-A, CORAL GABLES, FLORIDA 33134 and with the privilege of having branch offices at other places within or without the State of Florida.

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ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be ENRIQUE CANO.

ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

ARTICLE IX**DIRECTORS**

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
ENRIQUE CANO	3200 N.W 79TH STREET MIAMI, FLORIDA 33147
ARA MIRANDA	5200 S.W 8TH ST # 202-A CORAL GABLES FL, 33134

ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
ENRIQUE CANO	PRESIDENT/ TREASURER	3200 N.W 79TH STREET MIAMI, FLORIDA 33147
ARA MIRANDA	VICE-PRES/ SECRETARY	5200 S.W 8TH ST # 202-A CORAL GABLES, FL 33134

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ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
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ENRIQUE CANO	3200 N.W 79TH STREET MIAMI, FLORIDA 33147	50
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ARA MIRANDA	5200 S.W 8TH ST. # 202-A CORAL GABLES, FL 33134	50
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ARTICLE XII

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 Section 48.091, Florida Statutes, the following is submitted:

First, that SOUTH FLORIDA MEDICAL CENTER, INC. (name of the corporation) desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of CORAL GABLES, State of Florida, has named ENRIQUE CANO of 3200 N.W 79TH STREET; MIAMI, FLORIDA 33147 as its agent to accept services of process within Florida.

Enrique Cano
ENRIQUE CANO
CORPORATE OFFICER

DATE: NOVEMBER 27, 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.

Enrique Cano
ENRIQUE CANO
DATE: NOVEMBER 27, 1996

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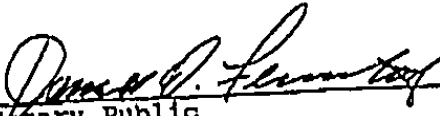
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ARTICLE XII

ACKNOWLEDGMENT

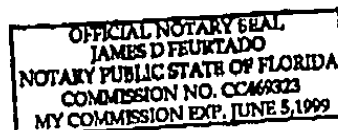
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

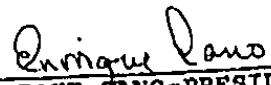
I HEREBY CERTIFY that on this 27 DAY OF NOVEMBER, 1996 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, ENRIQUE CANO AND ARA MIRANDA, parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Miami, Dade County, Florida.

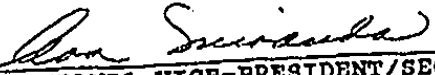

Notary Public
State of Florida at Large

My commission expires:

Subscribers:




ENRIQUE CANO-PRESIDENT/TREASURER


ARA MIRANDA-VICE-PRESIDENT/SECRETARY

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