

JAN-30-1997

13:21

EMPIRE CORPORATE KIT

P.02/07

P97000009432

S

4:23 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000001634 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: INTEGRATED MEDICAL MANAGEMENT SERVICE OF MIAMI, INC.

AUDIT NUMBER.....H97000001634

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

** INVALID SELECTION...PLEASE RE-ENTER **

ENTER SELECTION AND <CR>: m

Help F1 Option Menu F2

NUM

Connect: 00:14:51

RECEIVED
1-24-97

RECEIVED
97 JAN 30 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORRECTION

~~1-29-97~~

~~5:10 PM~~

1/30/97

1:15pm

FILED
97 JAN 30 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 1/30/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

EMPIRE

SUBJECT: INTEGRATED MEDICAL MANAGEMENT SERVICE, INC.
REF: W97000002292

g miami, Inc.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

CONFLICT IS INTEGRATED MEDICAL MANGEMENT SERVICE, INC. FILED 09/16/91

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.

Neysa Culligan
Document Specialist

FAX Adv. #: H97000001634
Letter Number: 297A00004815

JAN-30-1997 13:21

EMPIRE CORPORATE KIT

EFFECTIVE DATE

P.03/87

FILED

97 JAN 30 PM 2:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

H97000001634

INTEGRATED MEDICAL MANAGEMENT SERVICE

OF MIAMI, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: INTEGRATED MEDICAL MANAGEMENT SERVICE OF MIAMI, INC.

ARTICLE II

This corporation shall commence existence on January 24 , 1997 upon the filing of these articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1330 Coral Way Suite 205 Miami, FL 33145.

ARTICLE IV

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

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

Prepared by: Richard Wasserstein 866-1455
Wasserstein Law Building
913 Normandy Drive(71 St. Street)
Miami Beach, Florida 33141
FBN. 604380

H97000001634

H97000001634

To have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

H97000001634

H97000001634

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Alberto Ayala, 1330 Coral Way, Miami, FL 33145.

H97000001634

H97000001634

ARTICLE VII

The initial board of Directors shall consist of a total of one person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

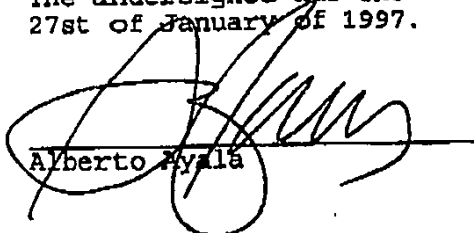
Alberto Ayala
1330 Coral Way Suite 205
Miami, Fl 33145

ARTICLE VIII

The name and address of the incorporators executing these Articles of Incorporation is:

Alberto Ayala
1330 Coral Way Suite 205
Miami, Fl 33145

The undersigned has executed these Articles of Incorporation this 27st of January of 1997.


Alberto Ayala

H97000001634

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

H97000001634

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.

First that: **INTEGRATED MEDICAL MANAGEMENT SERVICE
OF MIAMI, INC.**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Alberto Ayala, located at 1330 Coral Way, Suite 205 Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

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


ALBERTO AYALA

FILED
97 JAN 30 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: **Richard Waserstein 866-1455**
Waserstein Law Building
913 Normandy Drive(71 St. Street)
Miami Beach, Florida 33141
FBN. 604380

H97000001634