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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
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NAME: MIAMI PROFESSIONAL MEDICAL SERVICES, INC.

AUDIT NUMBER.....H97000009214

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

CERT. OF STATUS..1

PAGES..... 5

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MIAMI PROFESSIONAL MEDICAL SERVICES, INC.

ARTICLE I. NAME

The name of this corporation shall be MIAMI PROFESSIONAL MEDICAL SERVICES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of operating a staffing and management business and any and all other activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

This Instrument Prepared By:

Antonio J. Soto, III, Esq.  
8500 West Flagler St., Ste. A-105  
Miami, Florida 33144-2037  
FLORIDA BAR NO.: 302163  
(305) 227-2700

Article of Incorporation MIAMI PROFESSIONAL MEDICAL SERVICES, INC.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors is:

MAGALI SARLABOUS	1000 Shares	President/Sole
10360 S.W. 60th Street		Officer
Miami, Florida 33173		

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 10360 S.W. 60th Street, Miami, Florida 33173.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: MAGALI SARLABOUS.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: MAGALI SARLABOUS, 10360 S.W. 60th Street, Miami, Florida 33173.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

*Magali Sarlabous*

MAGALI SARLABOUS - Incorporator  
SSN #: 320-46-5003

I hereby accept my designation as resident agent and agree to serve as the resident agent of MIAMI PROFESSIONAL MEDICAL SERVICES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MIAMI PROFESSIONAL MEDICAL SERVICES, INC.

Magali Sarlabous  
MAGALI SARLABOUS - Registered Agent

FILED  
97 JUN -5 AM 8:19  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

State Of FLORIDA

County Of DADE

On June 2, 1997, MAGALI SARLABOUS, designated above as the individual who shall serve as the corporation's initial incorporator and registered agent, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of MIAMI PROFESSIONAL MEDICAL SERVICES, INC.

Ana G. Rodriguez  
Notary Public

Ana G. Rodriguez  
(Notary Public - Printed Or Typed Name)



ANA G. RODRIGUEZ  
My Commission CC400001  
Expires Aug. 10, 1998  
Bonded by HAI  
900-488-1800

Commission Expiration Date & Commission Number:

(SEAL)

Article of Incorporation MIAMI PROFESSIONAL MEDICAL SERVICES, INC.