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į	ration Name)	NUMBER(S), (if known):  (Document #)	:
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NEW FILINGS	AMENDMENTS		
Profit	Amendment		
NonProfit	Resignation of R.A., Office	er/ Director	<b>1</b> .
Limited Liability	Change of Registered Ager	nt	97 SEC
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Annual Report Fictitious Name Name Reservation	REGISTRATION QUALIFICATION Foreign Limited Partnership Reinstatement		FILED  97 AUG 21 PH 3: 00  SECRETARY OF STATE ALLAHASSEE. FLORIDA  1897
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	Other		
		Examiner's Init	rials

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF PRIMARY CARE CONSULTING, INC.

# **ARTICLE I - NAME**

The name of this corporation is PRIMARY CARE CONSULTING, INC.

#### **ARTICLE 11 - DURATION**

The corporation shall have perpetual existence commencing on the date of filing.

## **ARTICLE III - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

# **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

717 Ponce de Leon Blvd. Suite 234 Coral Gables, Florida 33134

The initial resident agent of this corporation is:

Frank R. S. Fabre, Esq. 717 Ponce de Leon Blvd. Suite 234 Coral Gables, Florida 33134

### **ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director and officers that shall hold office for the first year of the corporation's existence or until their successors are elected and qualified is as follows:

Ernesto Cespedes, Jr. 740 Bird Road Coral Gables, FL 33146 **Director/President/Secretary** 

### **ARTICLE VII - BY-LAWS**

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

#### **ARTICLE VIII - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE X - INCORPORATION**

The name and address of the person signing these Articles is:

Frank R.S. Fabre

717 Ponce de Leon Blvd., #234 Coral Gables, FL 33134

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of August, 1997.

Frank R. S. Eabre

# **ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Frank R. S. Fabre, Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

DATED THIS 18TH DAY OF AUGUST, 1997.

The foregoing instrument was acknowledged before me this 18th any of August, 1997, by Frank R. S. Fabre, as Incorporator, and who executed the foregoing Articles of Incorporation of PRIMARY CARE CONSULTING, INC., who is personally known to me and did take an oath.

MARIA C. CUETO
MY COMMISSION J CC 997359
EXPIRES: October 0, 1998
Bonded Thru Notary Public Undorwniture

Main Club