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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 548149 7137053

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 30, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 548149-005

CUSTOMER NO: 7137053

CUSTOMER: Dr. Raul Perea-henze
DR. RAUL PEREA-HENZE, M.D.

1521 Alton Road, #303

Miami, FL 33139

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-10/02/97--01087--031
****122.50 ****122.50

DOMESTIC FILING

NAME: H&H CONSULTING AND
INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 OCT -2 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT -2 1997

TRANSMITTAL LETTER

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

SUBJECT: H&H CONSULTING AND INVESTMENTS, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50.

FROM: Raul Perea-Henze, M.D.
635 Euclid Avenue, Suite 226
Miami Beach, FL 33139
(305) 538-5522

Note: Additional copy of articles is needed because certified copy is requested.

FILED
97 OCT -2 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
H&H CONSULTING AND INVESTMENTS, INC.

FILED

97 OCT -2 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation to be effective upon filing.

ARTICLE I NAME

The name of the company shall be: H&H Consulting and investments, Inc.

ARTICLE II PURPOSE

The purpose of the corporation shall be to conduct business permitted under the laws of the state of Florida, without limiting such business operations to the state of Florida

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

635 Euclid Avenue, Suite 226
Miami Beach, FL 33139

ARTICLE IV CAPITAL STOCK

The number of shares of stock this corporation is authorized to have outstanding at any one time is: one hundred (100). Par value of each share of stock is: one dollar (\$1.00). The number of shares authorized may be increased or decreased periodically, in accordance with the provisions of the laws of the United States of America. Shareholders are accorded the right of first refusal to acquire newly issued stock in an amount equal to their present ownership position so as not to dilute shareholder interest in the corporation.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Raul Perea-Henze, M.D.
635 Euclid Avenue, Suite 226
Miami Beach, FL 33139

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Raul Perea-Henze, M.D.
635 Euclid Avenue, Suite 226
Miami Beach, FL 33139

ARTICLE VII BOARD OF DIRECTORS

Any vacancy on the board of directors may be filled by action of the board until the next shareholder meeting. Nominations to the board of directors may be made by any member of the board of directors or by any shareholder of stock entitle to vote for the election of directors. Nominations other than those made by or on behalf of current management shall be made in writing and shall be delivered via certified mail to the corporate secretary no less than 30 nor more than 60 days prior to any shareholder meeting called for the election of directors. Such notification shall contain the following: (A) name and address of the proposed nominee(s), (B) principal occupation of the proposed nominee, (C) total number of shares to be voted for the proposed nominee, (D) the name and address of the shareholder submitting the nomination, (E) total number of shares owned by the shareholder submitting the nomination.

The undersigned has executed these Articles of Incorporation this second day of October, 1997.



Signature/ President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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.

1. The name of the corporation is: H&H CONSULTING AND INVESTMENTS, INC..

2. The name and address of the registered agent and office is:

Raul Perea-Henze, M.D.
635 Euclid Avenue, Suite 226
Miami Beach, FL 33139

Signature: _____

Title: President

Date: October 2, 1997

FILED
97 OCT -2 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Signature: _____

Date: October 2, 1997

Registered Agent Filing Fee: \$35.00