

Charter Number Only

2/1/98

Edward J. Abramson

Requestor's Name

7270 NW 12 St. #580

Address

MIAMI FL 33126

City

State

ZIP

Phone

S94-4999B

VALIDATION ONLY

400002434764--
-02/19/98-01004-025
****122.50 ****122.5

CORPORATION(S) NAME

Primal Care, Inc.

RECEIVED
98 FEB 19 AM 9:55
DIVISION OF CORPORATION

FILED
98 FEB 19 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☒ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk-In

☐ Will Wait

☒ Pick Up

☐ Mail Out

| |
|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

Certified Copy



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

PRIMAL CARE, INC.

The undersigned subscribers to these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the Corporation shall be **PRIMAL CARE, INC.**

ARTICLE II.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

a) To transact any and all lawful activities or business for which corporation may be incorporated under the laws of the United States, the State of Florida or any other state, county, territory or nation.

b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares that this corporation is to have

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outstanding at any one time is One Hundred (100) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholder.

No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE IV.

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE V.

PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office of this Corporation, or the mailing address of the Corporation shall be:

760 S.E. 8th Street
Hialeah, Florida 33010

ARTICLE VI.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be **Oilda Perez**, and the Registered Office shall be located at **1420 S.W. 119th Court, Miami, Florida 33184**, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

ARTICLE VII.

DIRECTORS

This corporation shall have not less than one nor more than three directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME

Teresa Perez
15551 S.W. 155th Court
Miami, Florida 33187

President

Oilda Perez
1420 S.W. 119th Court
Miami, Florida 33184

Secretary

Jose Coutin
11205 S.W. 30th Street
Miami, Florida 33165

Treasurer

ARTICLE VIII.

SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is Oilda Perez, 1420 S.W. 119th Court Miami, Florida 33184.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification

shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI.

TELEPHONE MEETING AUTHORIZED

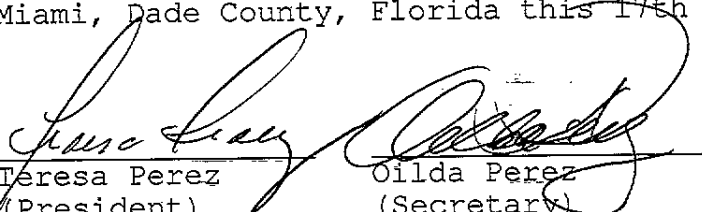
Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII.

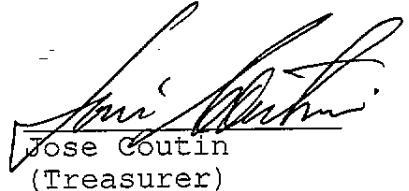
PREEMPTIVE-RIGHTS

This Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 17th day of February, 1998.


Teresa Perez
(President)


Oilda Perez
(Secretary)


Jose Coutin
(Treasurer)

STATE OF FLORIDA }
 } SS
COUNTY OF DADE }

BEFORE ME, the undersigned authority, this day personally appeared: **TERESA PEREZ, OILDA PEREZ AND JOSE COUTIN**, to me known to be the individual(s) described in and who executed the foregoing Articles of Incorporation of **PRIMAL CARE, INC.** and that they acknowledged before me that they signed and executed same for the purpose therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 17th day of February, 1998.

My Commission Expires:

Notary Public for the State of
Florida


CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of PRIMAL CARE, INC. and agree to serve as its registered agent to accept service of process within this State at its Registered Office.

OILDA PEREZ

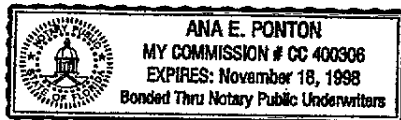
[illegible]

SWORN TO AND SUBSCRIBED before me by Oilda Perez, on
this 17th day of February, 1998.



NOTARY PUBLIC FOR THE STATE
OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA