

Document Number Only

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CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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98 APR -1 PM 1:41

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Metcare VII, Inc.

- ☒ Profit - Articles
- ☐ NonProfit
- ☐ Limited Liability Co.
- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
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- ☒ Walk In
- ☐ Mail Out
- ☐ Amendment
- ☐ Dissolution/Withdrawal
- ☐ Annual Report
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
METCARE VII, INC.

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I. NAME

The name of the corporation is METCARE VII, INC. (hereinafter referred to as the "Corporation").

ARTICLE II. PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III. CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of common stock, One Cent (\$.01) par value per share.

ARTICLE IV. ADDRESS

The mailing address of the Corporation is 350 N.W. 12th Avenue, Deerfield Beach, Florida 33442.

The street address of the initial registered office of the Corporation is 350 N.W. 12th Avenue, Deerfield Beach, Florida 33442, and the name of the initial registered agent of the Corporation at that address is Roberto L. Palenzuela.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially. The name and street address of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Anthony J. Gigliotti	350 N.W. 12th Avenue Deerfield Beach, Florida 33442
Noel Guillama	5100 Town Center Circle, Suite 560 Boca Raton, Florida 33486-1008
Roberto L. Palenzuela	350 N.W. 12th Avenue Deerfield Beach, Florida 33442

ARTICLE VII. INDEMNIFICATION

A. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The corporation may pay in advance any expenses (including attorneys's fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, by-law, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as

such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article VII shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

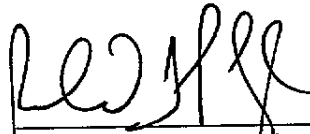
ARTICLE VII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Roberto L. Palenzuela, 350 N.W. 12th Avenue, Deerfield Beach, Florida 33442.

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal this 31st day of March, 1998.



Roberto L. Palenzuela
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

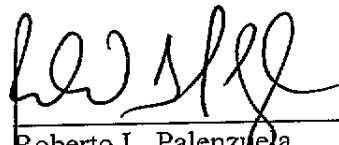
The following is submitted in accordance with the requirements of Chapter 48.091, Florida statutes:

METCARE VII, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Deerfield Beach, County of Broward, State of Florida, has named Roberto L. Palenzuela, located at 350 N.W. 12th Avenue, Deerfield Beach, Florida 33442, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for METCARE VII, INC. at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

Accepted this 31st day of March, 1998.



Roberto L. Palenzuela

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA