

CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) Health Companies of the Americas, Inc.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

K. Rolfo MAY 08 1998

W98-10489

5-8-98

Per Doris McDuffie
File - client wants
the name.

KL

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RECEIVED
98 MAY -8 PM 10:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
98 MAY -8 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
98 MAY -8 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 8, 1998

CORPORATE ACCESS, INC.
1116-D THOMASVILLE ROAD
TALLAHASSEE, FL 32303

SUBJECT: HEALTH COMPANIES OF THE AMERICAS, INC.
Ref. Number: W98000010489

We have received your document for **HEALTH COMPANIES OF THE AMERICAS, INC.** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 698A00025564

ARTICLES OF INCORPORATION
OF
HEALTH COMPANIES OF THE AMERICAS, INC.

FILED
98 MAY -8 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is Health Companies of the Americas, Inc. The mailing address of the corporation shall c/o 8400 N.W. 52nd Street, Suite 207, Miami, Florida 33166.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INCORPORATOR

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

Elio A. Fernandez, M.D.
c/o 8400 N.W. 52nd Street
Suite 207
Miami, Florida 33166

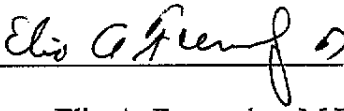
ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

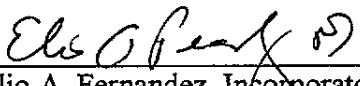
The street address of the initial registered office of this corporation is 8400 N.W. 52nd Street, Miami, Florida 33166, and the name of the initial registered agent of this corporation at that address is Elio A. Fernandez, M.D.

I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 7th day of May, 1998.


By: Elio A. Fernandez, M.D.
c/o 8400 N.W. 52nd Street
Suite 207
Miami, Florida 33166

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 7th day of May, 1998.


Elio A. Fernandez, Incorporator

Health Companies/Articles of Incorporation

FILED
98 MAY -8 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA