

(SAMPLE LETTER OF TRANSMITTAL)

P980000 52693  
DATE June 8th, 1998.

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

200002555252--0  
-06/10/98--01088--013  
\*\*\*122.50 \*\*\*122.50

Re: All Med medical Center, , Inc.  
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.



(Individual's Name)  
Jose L. Rodriguez.

All Med Medical Center, Inc.  
(Name of Corporation)

MAILING ADDRESS OF CORPORATION

2978 S.W. 5th St.

Miami, Fl. 33135.

PHONE

(305 ) 541-8394.

Area Code

Number

Ext.

APPROVED  
AND  
FILED

B. BROCK JUN 12 1998

# ARTICLES OF INCORPORATION

of

ALL MED MEDICAL CENTER, Inc.  
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

All Med Medical Center, Inc.

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

## ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
2100 W. 68 St.		
CITY	FLORIDA	ZIP
Hialeah		33016.

Mailing address, if different

STREET ADDRESS		
2978 S.W. 5th St.		
CITY	FLORIDA	ZIP
Miami		33135

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME		
Jose L. Rodriguez		
ADDRESS		
2978 S.W. 5th St.		
CITY	FLORIDA	ZIP
Miami		33135.

APPROVED  
AND  
FILED  
98 JUN 10 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

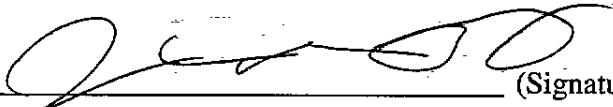


NAME	Jose L. Rodriguez		
ADDRESS	2978 S.W. 5th St.		
CITY	Miami	STATE	FL. ZIP 33135
NAME	Jose A. Rodriguez		
ADDRESS	2978 S.W. 5th St.		
CITY	Miami	STATE	FL. ZIP 33135
NAME	Candida F. Rodriguez		
ADDRESS	2978 S.W. 5th St.		
CITY	Miami	STATE	FL. ZIP 33135.

### ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Jose L. Rodriguez		
ADDRESS	2978 S. W. 5th St.		
CITY	Miami	STATE	FL. ZIP 33135
NAME	Jose A. Rodriguez		
ADDRESS	2978 S.W. 5th St.		
CITY	Miami	STATE	FL. ZIP 33135
NAME	Candida F. Rodriguez		
ADDRESS	2978 S.W. 5th St.		
CITY	Miami	STATE	FL. ZIP 33135

The undersigned incorporator(s) have executed these Articles of Incorporation this eight (8) day of June, 1998.

 (Signature)  
Jose L. Rodriguez  
 (Signature)  
Jose A. Rodriguez.  
 (Signature)  
Candida F. Rodriguez.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

APPROVED  
AND  
FILED  
98 JUN 10 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ALL MED MEDICAL CENTER, INC.

*(name of corporation)*

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

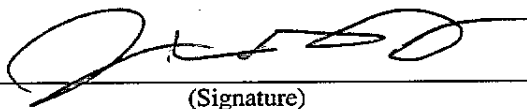
at 2978 S.W. 5th Street.

Miami, Fl. 33135.

has named Jose L. Rodriguez.

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

6/8/98  
(Date)