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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PHC & ASSOCIATES, INC.

AUDIT NUMBER.....H98000012557

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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Craig A. Brand, P.A.
Art. of Incorpor.
File No. 1012

H98000012557

ARTICLES OF INCORPORATION
PHC & ASSOCIATES, INC.

The undersigned, (a) natural person(s) competent to contract and acting as the Incorporator of PHC & ASSOCIATES, INC., a Florida corporation organized and made existent pursuant to the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATION'S NAME & STREET ADDRESS:

The name of this Corporation is, PHC & ASSOCIATES, INC., located and operating at the following address: 80 S.W. 8th Street, 23rd Floor, Miami, Florida 33130.

ARTICLE II
DURATION OF EXISTENCE:

This corporation is to exist perpetually.

ARTICLE III
PURPOSE:

This Corporation may engage in any activities or business permitted under the laws of the United States of America or the State of Florida, and has the power to transact national and international business.

ARTICLE IV
INCORPORATOR'S NAME AND ADDRESS:

This Corporation's incorporator(s) name(s) & address(es) is/are as follows:

PETER G. SERA-LEYVA, 80 S.W. 8th Street, 23rd Floor, Miami, Florida 33130

ARTICLE V
REGISTERED AGENT'S NAME & ADDRESS:

This Corporation's registered agent and address is as follows:

CRAIG A. BRAND, ESQ., BRICKELL BAYVIEW CENTRE, 23RD FLOOR, 80 SW. 8TH ST., MIAMI, FL. 33130.

These articles of Incorporation
were prepared by:
BRAND & FERNANDEZ, P.A.
CRAIG A. BRAND, ESQUIRE
80 SW. 8TH ST., 23RD FL.
Miami, FL. 33130
Tel. (305) 539-3700

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ARTICLE VI
INITIAL BOARD OF DIRECTORS:

This Corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time by amendment of the corporation's bylaws in the manner provided by law, but shall never be less than one (1).

The name(s) and address(es) of the initial board of director(s) is/are as follows:

PETER G. SERA-LEYVA, 80 S.W. 8th Street, 23rd Floor, Miami, Florida 33130

ARTICLE VII
PROVISIONS GOVERNING DIRECTORS:

A. **QUALIFICATIONS:** Directors of this Corporation do have to be stockholders of this Corporation, but do not have to be United States citizens.

B. **RELOCATION OF OFFICES:** The board of directors may move the corporate office to any other address, upon proper election and vote.

C. **VOTING:** One Hundred Percent (100%) of the directors shall constitute a quorum for a meeting of the board of directors of this Corporation. If a quorum is present, the affirmative vote of a majority of the directors present, or if a director has abstained from voting because of an interest in the matter to be voted upon, the unanimous vote of the directors present and voting shall be the act of the board of directors.

D. **INFORMAL ACTION:** If the required majority of the directors of shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

E. **INDEMNIFICATION:** In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted any legal action as director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no connection with any finding or judgment of gross negligence or willful misconduct in the performance of his duties.

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The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically provided for herein.

F. CONFLICT OF INTEREST:

(A) No contract or other transaction shall be either void or voidable because it is between a corporation and one and more of its directors or officers, or between a corporation and any other corporation, firms, entities, persons, individuals, partnerships, or associations in which one or more of its directors or officers, are financially interested, or be reason alone that such directors and/or officers is/are present at the meeting of the board of directors or of a committee or corporate meeting which approves such contract or transaction, of that their vote is/are counted for such purpose:

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board of directors or committee, and the corporate board of committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested party(s); or

2. If such directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board of directors or corporate committee or shareholders.

(B) Common or interested directors may be counted in determining the existence of a quorum at a meeting of the corporate board of committee which may ratify such contract or transaction.

G. GROUNDS FOR REMOVAL OF OFFICE: At a meeting of the shareholders, called expressly for this purpose, any and all directors or officers may be removed with or without cause by a majority vote of the shareholders entitled to vote at an election of the board.

ARTICLE: VIII
ELECTION OF A TRUSTEE:

A majority of directors or shareholders severally or collectively may appoint a blank trust at their discretion, at any time, if a conflict of ownership arises. The named trustee will have the managing and decision making power and all other powers otherwise inherent in the corporate board

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of directors. The trust will serve until such time that there is no longer a conflict of ownership and/or until the appointing board of directors elects to relieve the trustee of his duties or a court order, at which such time the appointing board will resume power and duties.

ARTICLE: IX
CAPITAL STOCK:

The maximum number of shares of common stock that this corporation is initially allowed to issue is One-Hundred (100) shares. Said shares shall be of single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE: X
CUMULATIVE VOTING:

In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate their shares and to give on candidate as many votes as the number of directors to be elected multiplied by the number of their shares, or to distribute them on the same principle among as any candidates as they see fit, provided however, that notice shall be given by any shareholder to the President or Board of Corporation not less than 48 hours before the time fixed for the holding of the meeting for the election of directors that he/she intends to cumulate their votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE: XI
PRE-EMPTIVE RIGHTS:

Each shareholder of this corporation shall have the first right to purchase shares (and any securities and/or bonds convertible into shares) of any class, issued (whether or not presently authorized), including but not limited to shares from the treasury of this corporation or shares issued in exchange for services rendered, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercises it and pay for the shares preempted within thirty (3) days of receive of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him/her to exercise their preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (3) days of receipt of notice from the corporation or as soon as said shareholder is on reasonable notice of his/her preemptive right's issuance effect.

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ARTICLE: XII
SUBSCRIBERS:

The name(s) and address(es) of each and every subscriber hereto, is as follows:

PETER G. SERA-LEYVA, 80 S.W. 8th Street, 23rd Floor, Miami, Florida 33130

ARTICLE: XIII
PROVISIONS GOVERNING SHAREHOLDERS:

A. **SPECIAL MEETINGS:** Special meetings of stockholders may be called upon by a majority of the existing shareholders.

B. **QUORUM AND VOTING:** A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

If a quorum of the board of directors, are present, the affirmative vote of a majority of said board of directors, represented at the meeting and entitled to vote, on the subject matter shall be the act of the board of directors, only when a board vote is applicable; however, a shareholders' vote shall always be controlling and dominating.

ARTICLE XIV
RESTRICTION ON DIRECTORS' AUTHORITY
TO MORTGAGE OR PLEDGE ASSETS:

The Corporate Board of Directors may not authorize the mortgaging, pledge or creation of a security interest in any and all of the corporate property or assets for the purpose of securing the payment of performance of any obligation of the corporation, without prior shareholder approval of each such transaction by the vote or written consent of the holders of a majority of the shares of the corporation entitled to vote thereon and not otherwise.

ARTICLE XV
AMENDMENT OF ARTICLES AND BYLAWS:

A. **ARTICLES OF INCORPORATION:** The power to adopt, alter, amend, or repeal the Articles of Incorporation of this Corporation shall be vested in the Shareholders by a majority vote of the stock.

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B. BYLAWS: The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Shareholders by a majority vote of the stock.

IN WITNESS WHEREOF, the Subscriber(s) of these Articles of Incorporation has hereunto set his/their hand and seal on this 16 day of June, 1998.


CERTIFICATE

**DESIGNATION PLACE OF BUSINESS OF DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE
SERVED IN COMPLIANCE WITH SECTIONS 48.091, 607-0501
AND 607.0505, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:**

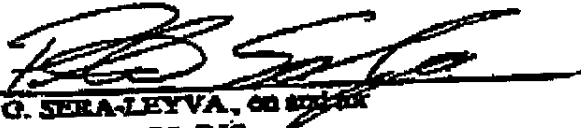
FIRST, that PHC & ASSOCIATES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named CRAIG A. BRAND, ESQ., located at 80 SW 8th St., 23rd FL, Miami, FL. 33130, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in the capacity, and agree to comply with the provisions of the aforementioned Florida Statutes relative to keeping open said office. I am familiar with and accept the obligations of this provision.

By: 
CRAIG A. BRAND, ESQ., Registered Agent

SUBSCRIBER #1:


PETER G. SERA-LEYVA, ~~ON BEHALF OF~~
PHC & ASSOCIATES, INC.

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STATE OF FLORIDA)
)ss
COUNTY OF DADE)

The foregoing ARTICLES OF INCORPORATION was hereby acknowledged before me on this 16th day of June, 1998, by PETER G. SERA-LEYVA, who are personally known to me or who has produced a Florida Driver's License, as identification and whom did take an oath.

WITNESS my hand and official seal in the county and state named above on this 16th day of June, 1998.

Jeana Suizo
NOTARY PUBLIC

My commission expires:

These articles of Incorporation
were prepared by:
BRAND & FERNANDEZ, P.A.
CRAIG A. BRAND, ESQUIRE
80 SW. 8TH ST., 23RD FL
Miami, FL. 33130
Tel. (305) 539-3700
Fax. (305) 539-3750

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