

P9800060421

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

800002582888--2

-07/08/98--01049--026

\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PROFESSIONAL HEALTH SYSTEMS, INC.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED  
98 JUL -8 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

RECEIVED  
98 JUL -8 AM 11:10  
DIVISION OF CORPORATION

**FILED**  
98 JUL -8 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL HEALTH SYSTEMS, INC.**

We, the undersigned subscribers of these Articles of Incorporation, a natural person, competent to contract and desiring to form a corporation under the laws of the State of Florida, hereby certify as follows:

**I**

The name of the proposed corporation is:

**PROFESSIONAL HEALTH SYSTEMS, INC.**

**II**

The corporation may engage in all activity or business permitted under the laws of the United States and of the State of Florida.

**III**

The number of shares of stock which the Corporation is authorized to have outstanding at any time shall be:

**ONE THOUSAND shares with \$1.00 par value**

**IV**

This corporation shall have perpetual existence beginning on the date of incorporation.

**V**

The principal business office of the Corporation shall be located at:

**5788 S.W. 8th STREET  
MIAMI, FLORIDA 33144**

or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or counties as may, from time to time, be authorized by the Board of Directors.

VI

The initial registered office of this Corporation shall be:

**9200 S. Dadeland Blvd. Suite 311  
Miami, Florida 33156**

And, the Registered Agent at such registered address is:

**RAUL E. GARCIA JR., ESQ.**

VII

The Business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1), and not more than nine (9) as shall from time to time be designated in by the shareholders of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

VIII

The name and street address of each person who is to serve as a member of the initial Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By Laws of this Corporation and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified are:

NAME	ADDRESS
<b>OSVALDO DE LA PEDRAJA, JR.</b>	<b>5788 S.W. 8th STREET MIAMI, FL 33144</b>

IX

The name and street address of each incorporator is:

NAME	ADDRESS
<b>OSVALDO DE LA PEDRAJA, JR.</b>	<b>5788 S.W. 8th STREET MIAMI, FL 33144</b>

X

The By Laws of this Corporation may be created, amended, or changed by either the Stockholders or the Directors at any regular or duly scheduled special meeting.

## XI

This Corporation shall have, in addition to a President, Vice-President, Secretary and or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By Laws.

## XII

All officers, agents, authorized shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By Laws or determined by the Board of Directors. Any person may hold two or more offices.

## XIII

Every person who now is or hereafter shall become a Director of this corporation shall be indemnified by the Corporation against all costs and is or hereafter including (attorney fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings of whatever nature, to which he is or shall be made part by reason of his being or having been a Director of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception to the above shall be made in relation to matters as to which he shall finally be adjudged in such action, suits or proceedings, to have been derelict in the performance of the duties imposed upon him or her as such Director.

The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 20 day of June, 1998.

  
\_\_\_\_\_  
**OSVALDO DE LA PEDRAJA, JR.**

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT OFFICE**

---

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

**PROFESSIONAL HEALTH SYSTEMS, INC.**

The name and address of the registered agent and office is:

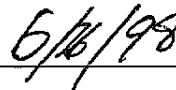
**RAUL E. GARCIA JR., ESQ  
9200 S. DADELAND BLVD.  
SUITE 311  
MIAMI, FLORIDA 33156**

Signature \_\_\_\_\_



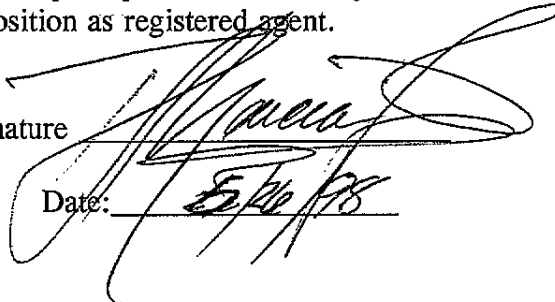
(corporate officer)

Date: \_\_\_\_\_

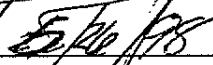


Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating 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 \_\_\_\_\_



Date: \_\_\_\_\_



STATE OF FLORIDA)

ss:

COUNTY OF DADE)

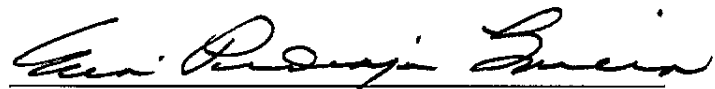
I HEREBY CERTIFY that on the 29<sup>th</sup> day of June, 1998 personally appeared before me,, an authorized officer(s) duly commissioned to administer oaths and take acknowledgments,

**OSVALDO DE LA PEDRAJA, JR.**

to me well known and known to me to be the person(s) who executed the foregoing Articles Of Incorporation and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County Florida, the day and year first above written.

Dade County, Florida



NOTARY PUBLIC, State of Florida

-At Large-

My Commission Expires:



MARI PEDRAJA GARCIA  
My Commission CC389062  
Expires Jun. 29, 1999  
Bonded by HAI  
800-422-1555

**FILED**  
98 JUL -8 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA