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TO: DIVISION OF CORPORATIONS

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NAME: VBMC PROPERTIES, INC.

AUDIT NUMBER.....H98000016687

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

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VEMC PROPERTIES, INC.

The undersigned hereby subscribes to these Articles of Incorporation for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, Florida Statutes, Chapter 607.

ARTICLE I

NAME

The name of this corporation shall be as set forth above.

VEMC PROPERTIES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

THIS DOCUMENT PREPARED BY:

Howard E. Kurzweil, Esq.
Howard E. Kurzweil, P.A.
2151 Le Jeune Road, Mezzanine
Coral Gables, Florida 33134
Florida Bar No. 284416
Phone: (305) 442-7085

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ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HOWARD E. KURZWEIL, ESQ.
HOWARD E. KURZWEIL, P.A.
2151 Le Jeune Road, Mezzanine
Coral Gables, Florida 33134

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street address is:

Moises E. Hernandez, M.D.
5101 S.W. 8th Street
Miami, Florida 33134

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Ana M. Hernandez
5101 S.W. 8th Street
Miami, Florida 33134

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

4800 S.W. 8th Street
Miami, Florida 33134

ARTICLE IX

INCORPORATOR

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

Howard E. Kurzweil, Esq.
Howard E. Kurzweil, P.A.
2151 Le Jeune Road, Mezzanine
Coral Gables, Florida 33134

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the

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officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 8 day of September, 1998.

Howard E. Kurzweil
Howard E. Kurzweil, Esq.

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 8 day of September, 1998, by Howard E. Kurzweil, who personally appeared before me at the time of notarization, and who is personally known to me or who provided _____ as identification.

NOTARY PUBLIC:

Sign Tania M. Arencibia

Print TANIA M. ARENCIBIA

State of Florida at Large

(Seal)

My commission expires:

Commission No. _____



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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Statutes:

That VEMC PROPERTIES, INC. desiring to organize under the laws of the State of Florida, with its registered office at 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134, has named HOWARD E. KURZWEIL, ESQ., located at Howard E. Kurzweil, P.A., 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.

Howard E. Kurzweil
Howard E. Kurzweil, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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