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LOCAL REPRESENTATIVE TALLAHASSEE

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09/21/98--01014--001

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OFFICE USE ONLY

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

1. MEDICAL GROUP OF NORTHWEST, 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

NEW FILINGS

☒ Profit

☐ NonProfit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

☐ Name Reservation

REGISTRATION/
QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

FILED

98 SEP 21 PM 1:29

RECEIVED

98 SEP 21 AM 8:36

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Page: (1)
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF CORPORATION
OF

Medical Group of Northwest, Inc

We, the undersigned, hereby associated together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be:

Medical Group of Northwest, Inc. (Hereinafter referred to as the corporation).
It registered office shall be located at 12700 SW 75th Street, Miami, Florida 33183 in the County of Dade, State of Florida.

ARTICLE II
NATURE OF BUSSINES

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz.,

- a. To carry on business in the United Sates of North America or any foreign country or countries, to buy, to sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world.
- b. To enter into, make perform and carry out contracts of general health care business and merchandise and for any lawful purpose with any person or persons, firm, association and/or corporation, both as principal and agent in any part of the world.
- c. To exchange in the currency of foreign countries and the currency of the United Sates of North America.
- d. To issue bonds, debentures and/or obligations of the company from time to time, for the object and purpose of the company and secure the same by mortgage pledge, deed or trust or otherwise.
- e. To purchase, hold and release the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety to the stock, bonds, or other securities and obligations of the company and other companies.
- f. To do all such acts or things as they are incident or conductive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conductive or expedient for the protection of benefit of the corporation.
- g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, new or in the future, to be enacted are hereby included in and made part thereof by reference.

- h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise or to have and exercise all the powers conferred by the laws of the State of Florida upon corporation of this character.
- i. To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments.

ARTICLE III CAPITAL STOCK

The capital stock of the corporation upon commencing business operations shall consist of:

- a. ONE HUNDRED.....(100) SHARES of par value. For incorporation purposes, each share will have a nominal value set at (\$ 1.00) per share as consideration.
- b. Said shares of common stock to have par value. All shares to be issue fully paid and non assessable. The Capital stock of this Corporation may be paid in lawful money of the USA in property, labor or services at a fair and just valuation to be fixed by stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.
- c. All of the common stock is to have one vote per share in the control of the management of the corporation.
- d. The holders of these shares of common stock are to have preventive right in the purchase of subsequent issues of stock.
- e. In the event any shareholder may vote his share or shares proxy one share representing one vote.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS – (\$ 100.00)

ARTICLE V TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI BOARD OF DIRECTORS

The name and address of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall qualified are the following.

NAME	ADDRESS	TITLE
Gladys Perez, MD	460 SABAL PALM RD. Miami, Florida. 33137	PRESIDENT
Antonio Solis	12700 SW 75 th Street Miami, Florida. 33183	SECRETARY TREASURER

ARTICLE VIII SUBSCRIBERS

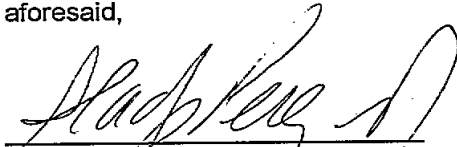
The name and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take as follows:

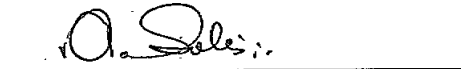
NAME & TITLE	ADDRESS	TITLE	SHARES
Gladys Perez, MD	460 SABAL PALM RD. Miami, Florida. 33137	PRESIDENT	- 50 -
Antonio Solis	12700 SW 75 th Street Miami, Florida. 33183	SECRETARY TREASURER	-50-

ARTICLE IX BY - LAWS

The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and stockholders, or any class of stock holders of the corporation, shall be controlled by the By - Laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation be formed which said By - Laws may from time to time and whenever necessary, be amended by the Board of Directors of the CORPORATION.

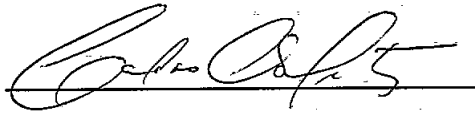
IN WITNESS WHEREOF, the undersigned have made and signed these articles of incorporation at MIAMI, DADE COUNTY, FLORIDA, for the uses and purposes aforesaid,


Gladys Perez, MD
PRESIDENT


Antonio Solis
SECRETARY / TREASURER

I HEREBY CERTIFY that on this FOURTEEN DAY OF SEPTEMBER 1998, before me personally appeared GLADYS PEREZ, MD, ANTONIO SOLIS, who are President and Secretary-Treasurer, respectively, to me well known to be the persons described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have set my official seal and hand at MIAMI, DADE COUNTY, this fourteen day of September 1998.


CARLOS MARTINEZ
Notary Public
State of Florida

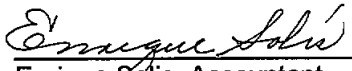


Carlos A. Martinez
My Commission CG610312
Expires December 26, 2000

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said act.

FIRST:- That Medical Group of Northwest, INC, desiring to organize under the laws of the State of Florida, with its principal office indicated in the Articles of Incorporation at 12700 SW 75th Street, Miami, Florida 33183, County of Dade, State of Florida, its Registered Agent, to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Enrique Solis, Accountant
Register Agent

12700 S.W. 75th St.
MIAMI, Fla. 33183

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SECRETARY OF STATE
TALLAHASSEE FLORIDA