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September 17, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 21 PM 2:39

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

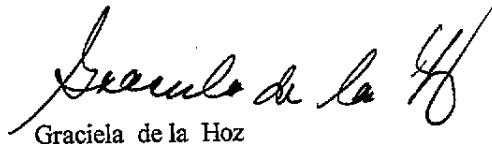
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Dear Sir/Madam:

Please find enclosed herewith the original and one copy of the Articles of Incorporation for Pro-Med Management of South Florida, Inc. as well as a check in the amount of \$122.50 representing payment for the filing of Articles and a certified copy of the Articles as filed with your office to be returned to us for our files.

If you have any questions, please feel free to contact me personally at (305) 229-2805.

Sincerely,

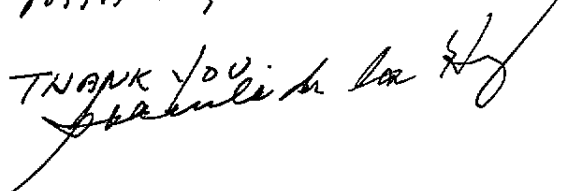

Graciela de la Hoz

Enclosures:

Articles of Incorporation (2)
Check for Filing Fees

PLEASE, SEND CERTIFIED COPY TO:

REGISTER AGENT:
GRACIELA DE LA NOZ
9582 S.W. 1 TERRACE
MIAMI, FL 33174

THANK YOU


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ARTICLES OF INCORPORATION
OF
PRO-MED MANAGEMENT OF SOUTH FLORIDA, INC.
(A STOCK CORPORATION)

ARTICLE I. Name and Term of Existence

The name of the corporation ("The Corporation") is:

PRO-MED MANAGEMENT OF SOUTH FLORIDA, INC. Its principal office shall be located at 9582 South West 1st Terrace, Miami, Fl 33174. This Corporation shall have perpetual existence.

ARTICLE II. Purposes

The Corporation shall have unlimited power to engage in any or all lawful business for which corporations may be incorporated under this chapter.

ARTICLE III. Capital Stock

The total number of shares of common stock which the corporation has authority to issue is three hundred shares (300) of the par value of one dollar (\$1.00), all of one class common stock, and having an aggregate value of three hundred dollars (\$300.00).

ARTICLE IV. Registered Agent

The registered agent of this Corporation shall be GRACIELA DE LA HOZ located at 9582 South West 1st Terrace, Miami, Florida 33174.

ARTICLE V. Subscribers

The name and address of each subscriber to the capital stock of this Corporation and the number of shares of stock each agrees to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
CARIDAD SERENO	7825 North West 174 th Street Miami, Florida 33015	100
NANCY ORTEGA	710 South West 60 th Avenue Miami, Florida 33144	100
GRACIELA DE LA HOZ	9582 South West 1 st Terrace Miami, Florida 33174	100

ARTICLE VI. Officers

The officers of the Corporation shall be as follows:

President, Vice President, Secretary, Treasurer.

The officers of the Corporation shall be selected annually by the Board of Directors at a meeting to be held on the last Tuesday of September.

The names of the officers of the Corporation are as follows:

President	CARIDAD SERENO
Vice President	NANCY ORTEGA
Vice President	GRACIELA DE LA HOZ
Secretary	NANCY ORTEGA
Treasurer	GRACIELA DE LA HOZ

ARTICLE VII. Board of Directors

The affairs of the Corporation shall be conducted by a Board of Directors with membership of at least three (3) persons. The Board of Directors shall be elected by the stockholders. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than (1) one. The names and addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CARIDAD SERENO	7825 North West 174 th Street Miami, Florida 33015
NANCY ORTEGA	710 South West 60 th Avenue Miami, Florida 33144
GRACIELA DE LA HOZ	9582 South West 1 st Terrace Miami, Florida 33174

ARTICLE VIII. By-Laws

The members of the Board of Directors shall have the right to make such By-Laws. The By-Laws shall be adopted upon unanimous approval by all the shareholders of the Corporation at a regular meeting or special business meeting of the Corporation called for such purposes.

ARTICLE IX. Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, presented by them to the shareholders and approved at a shareholder's meeting by unanimous decision of all the shareholders of the Corporation present and voting.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated .

Caridad Sereno
CARIDAD SERENO

Nancy Ortega
NANCY ORTEGA

Graciela de la Hoz
GRACIELA DE LA HOZ

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, the undersigned authority, this day personally appeared the above within named:

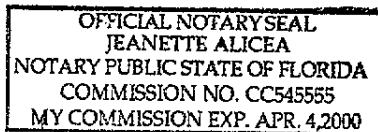
CARIDAD SERENO
NANCY ORTEGA
GRACIELA DE LA HOZ

to me known to be the persons who executed the foregoing Articles of Incorporation of PRO-MED MANAGEMENT OF SOUTH FLORIDA, INC. and GRACIELA DE LA HOZ as Registered Agent of said Corporation, and they acknowledged before me, according to Law, that they made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and seal at Miami, Dade County, Florida, this 18th day of September, 1998.

Jeanette Alicea
NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:

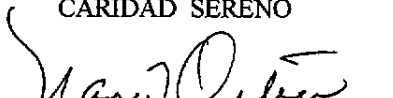



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with section 48.091, Florida Statute, the following is submitted:

That PRO-MED MANAGEMENT OF SOUTH FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at Miami, State of Florida, has named GRACIELA DE LA HOZ, 9582 South West 1st Terrace, Miami, Florida 33174, as its agent to accept service of process within Florida.


CARIDAD SERENO


NANCY ORTEGA


GRACIELA DE LA HOZ

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Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the property and complete performance of my duties.

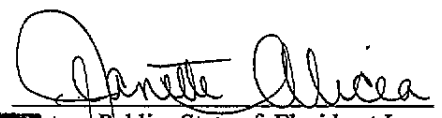

GRACIELA DE LA HOZ
Registered Agent

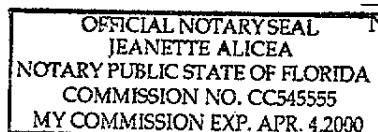
Dated this 18th day of September, 1998 in Miami, Dade County, Florida.

County of Dade)
State of Florida) SS

I hereby certify that on this 18th day of September, 1998, before me a notary public authorized in the State of Florida to take acknowledgments personally appeared CARIDAD SERENO, NANCY ORTEGA, and GRACIELA DE LA HOZ, to me known to be the persons described as directors in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation, and that the facts therein are truly set forth.

Witnesseth my hand and official seal at Miami, Dade County, Florida the year and day aforesaid.


Notary Public- State of Florida at Large



My commission expires: