

P98000086237

September 27, 1998

Secretary of State  
Corporation Division  
New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

400002652634--9  
-09/30/98--01071--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: A+C Dialysis Service, INC.

To Whom it may concern:

Enclosed please find the following for filing in your department, to wit:

1. Articles of Incorporation
2. Check in the amount of \$122.50

Kindly forward certified copy to the following address:

A+C DIALYSIS SERVICE  
1996 SW FIRST STREET  
MIAMI, FLORIDA 33135

Very Truly yours,

Ramiro Marrero

Enc.

FILED  
98 OCT -7 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ofelia GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT 5, 8, 9, certificate  
DATE 10/8/98 (33012)  
DOC. EXAM TA

W98-22421

TA-10/8/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

October 1, 1998

RAMIRO MARRERO  
DIALYSIS SERVICE  
1996 SW FIRST ST  
MIAMI, FL 33135

SUBJECT: DIALYSIS SERVICE, INC.  
Ref. Number: W98000022421

We have received your document for DIALYSIS SERVICE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

PLEASE ADD ZIP CODES TO THE ADDRESSES THROUGHOUT THE DOCUMENT.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger  
Document Specialist

Letter Number: 498A00049065

*You can reach me  
at (305) 541-6321*

ARTICLES OF INCORPORATION

OF

A & C DIALYSIS SERVICE, INC.

FILED  
98 OCT -7 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, domestic or foreign corporation, partnership, limited partnership or association, competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I.-NAME

The name under which this corporation will conduct its business and be known and recognized is:

A & C DIALYSIS SERVICE, INC.

ARTICLE II. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

Any and all activities permitted under the Laws of the State of Florida and the United States of America.

### ARTICLE III. - CAPITAL STOCK

The maximum number and class of shares of stock that this corporation is authorized to have outstanding at any one time are: 100 shares no par value.

Stock (including treasury shares) may be paid for by cash or other property, tangible or intangible, or by labor or services actually performed for the corporation. Neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment. Each share representing one vote. There will be no pre-emptive rights on the part of the shareholders to acquire unissued or treasury shares or convertible securities.

### ARTICLE IV. - TERM OF EXISTENCE

This corporation is to exist perpetually unless a voluntary dissolution by the written consent of all its shareholders or an act of the corporation to that effect takes place.

### ARTICLE V.- ADDRESS

The initial place of business address of this corporation in the State of Florida is: 77 EAST 25 STREET, SUITE 508, HIALEAH, FLORIDA 33012.

The registered office address for this corporation in the State of Florida will be: 77 EAST 25 STREET, SUITE 508, HIALEAH, FLORIDA 33012.

Its registered agent: RAMIRO MARRERO

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VI. - SHAREHOLDERS

Shareholders meetings will take place once a year within or without the geographical boundaries of the State of Florida.

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a Quorum, but in no event shall a quorum consist of less than one third of the shares entitled to vote at the meeting.

Shareholders will have the power to adopt, alter, amend or repeal corporate by-laws or they may vest such responsibilities on the Board of Directors.

#### ARTICLE VII. - DIRECTORS

This corporation shall have TWO Directors initially. The number of directors may be increased or decreased from time

to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter 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 been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by his as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or will full misconduct in the performance of his duties.

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 reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interest in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLES VIII. - INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
RAMIRO MARRERO	77 EAST 25 STREET, SUITE 508 HIALEAH, FL 33012
MARCIO FERREZ	77 EAST 25 STREET, SUITE 508 HIALEAH, FL 33012

**ARTICLE IX. - SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation is:

<b><u>Name</u></b>	<b><u>Address</u></b>
RAMIRO MARRERO	77 EAST 25 STREET, SUITE 508 HIALEAH, FLORIDA 33012



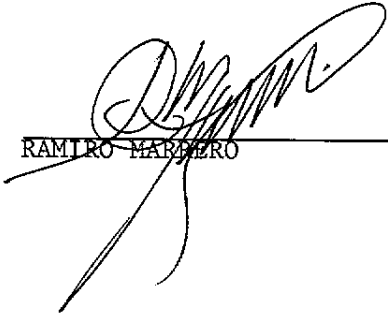
**ARTICLE X. - AMENDMENT**

These Articles of Incorporation may e amended in any or as many respects as may be desired, provided that the amended articles contain only such provisions as might be lawfully contained in the original articles at the time of the amendment.

A charter amendment requires the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

Restated articles of incorporation may be adopted.

IN WITNESS WHEREOF, the parties to these Articles of Incorporation have hereunto set their hands and seals this 29 day of SEPTEMBER, 1998.

  
\_\_\_\_\_  
RAMIRO MARRO

(SEAL)

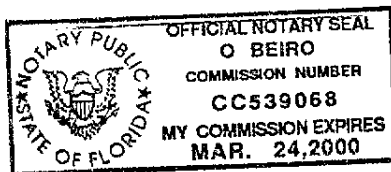
STATE OF FLORIDA )  
                              : ss  
COUNTY OF DADE    )

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared RAMIRO MARRERO, who is personally known to me, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS THEREOF, I set my hand and official seal in the County and State named above this 29th day of September, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



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

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

That **A & C DIALYSIS SERVICE, INC.**

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Hialeah, County of Dade, State of Florida, has named RAMIRO MARRERO located at 77 EAST 25 STREET, #508 HIALEAH, FLORIDA,<sup>33012</sup> as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT:**

Having been named 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 provision of said Act relative to keeping open said office.

By

Resident Agent  
RAMIRO MARRERO

**FILED**  
98 OCT -7 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA