

P99000014376  
*Law Offices*

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PLEASE REPLY TO  
FT. LAUDERDALE OFFICE

February 10, 1999

**VIA FED EX**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
99 FEB 11 AM 9:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**RE: INCORPORATION OF PEMBROKE HEALTH SYSTEMS, INC.**

Property Address: 7189 Pembroke Road  
Pembroke Pines, FL 33023

300002773253-73  
-02/11/99-01062-014  
\*\*\*\*122.50 \*\*\*\*\*78.75

To Whom It May Concern:

Enclosed you will find two Original Articles of Incorporation for the above referenced corporation. We have enclosed a check in the amount of \$122.50 for the filing of a certified copy of Pembroke Health Systems, Inc.

Thank you. Your attention to this matter is greatly appreciated.

Very truly yours,



Lorraine Vanella  
Legal Assistant for  
the Firm

**EFFECTIVE DATE**

2-10-99

lv  
Enc.

10TH FLOOR  
66 WEST FLAGLER STREET  
CONCORD BUILDING  
MIAMI, FLORIDA 33130

SUITE 315  
2200 CORPORATE BLVD., N.W.  
BOCA RATON, FLORIDA 33431

TRIN V 12 #118A44  
BOGOTA, COLOMBIA  
637-3436/637-3458  
FAX 637-3424

OFICINA NO. 312  
TORRE U  
AV. NACIONES UNIDAS 1084, Y AMAZONAS  
QUITO, ECUADOR  
TEL (5932) 462 085/108/113, FAX (5932) 442 866

AV. PAULISTA, 807-2-CJ5-221/5  
SAO PAULO, BRAZIL  
TEL (011) 205-2311, FAX (011) 251-1323

FILED  
99 FEB 11 AM 9:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is **PEMBROKE HEALTH SYSTEMS, INC.**

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence, effective February 10, 1999.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

**EFFECTIVE DATE**  
2-10-99

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 200 S.E. 9<sup>th</sup> Street, Fort Lauderdale, Florida 33316 and the name of the initial Registered Agent of the Corporation at that address is Carlos J. Reyes.

**ARTICLE VI**

**INITIAL CORPORATE OFFICE**

The street address of the initial corporate office is 7189 Pembroke Road, Pembroke Pines, Florida 33023.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The name and address of the initial director of the Corporation is:

**NAME**

**ADDRESS**

Raymond Torres

7189 Pembroke Road  
Pembroke Pines, Florida 33023

**ARTICLE VIII**

**INCORPORATOR**

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

Raymond Torres, 7189 Pembroke Road, Pembroke Pines, Florida 33023

**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, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, 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 can be made.

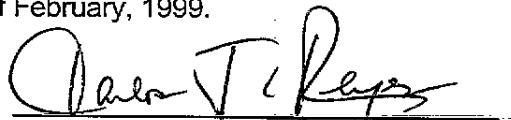
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9<sup>th</sup> day of February, 1999.

  
**RAYMOND TORRES**  
Incorporator

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared **RAYMOND TORRES** known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9<sup>th</sup> day of February, 1999.

  
Name: Carlos J. Reyes  
Commission No.: \_\_\_\_\_  
Notary Public  
State of Florida at Large

My commission Expires:




CARLOS J REYES  
My Commission CC489788  
Expires Aug. 20, 1999

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of **PEMBROKE HEALTH SYSTEMS, INC.**, as made in the foregoing Articles of Incorporation. I hereby am familiar with and accept the duties and responsibilities of Resident Registered Agent for said corporation.

Date: 2-9-99

By:

  
**CARLOS J. REYES**  
Registered Agent

**FILED**  
99 FEB 11 AM 9:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

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Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance therewith:

That **PEMBROKE HEALTH SYSTEMS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation, in the County of Broward, State of Florida, has named **CARLOS J. REYES, Esq.**, of 200 S.E. 9<sup>th</sup> Street, Fort Lauderdale, Florida 33316, as agent to receive service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to receive Service of Process for the above-named Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and to agree to comply with the provision of said Act relative to keeping open said office.

  
**CARLOS J. REYES**