

PP9000020303



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 151874 9473A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Puyot

ORDER DATE : March 1, 1999

ORDER TIME : 1:44 PM

ORDER NO. : 151874-005

CUSTOMER NO: 9473A

200002790732--6

CUSTOMER: Pam Reynolds, Esq
PAMELA J. REYNOLDS, P.A.
PAMELA J. REYNOLDS, P.A.
2655 Lejeune Road
Penthouse 1-d
Miami, FL 33134

DOMESTIC FILING

NAME: USA HEALTH ACCESS, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

703

W99-5082

g 3/1/99

FILED
SECRETARY OF STATE
DEPARTMENT OF CORPORATIONS
99 MAR -1 AM 10:28



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -1 AM 10:28

March 2, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: USA HEALTH ACCESS, INC.
Ref. Number: W99000005082

RESUBMIT

give original

We have received your document for USA HEALTH ACCESS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Article VII states there will be THREE director(s), whereas NONE is/are listed.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 599A00009524

RECEIVED
99 MAR -3 PM 1:44

**ARTICLES OF INCORPORATION
OF
USA HEALTH ACCESS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -1 AM 10:28

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

USA HEALTH ACCESS, INC.

ARTICLE II.

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date of the filing of this Charter with the Secretary of State, State of Florida.

ARTICLE III.

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business as permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is One Thousand. All stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe

to the corporation's securities.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation in the State of Florida is 2655 Le Jeune Rd., PH 1-D, Coral Gables, FL 33134, and it may have such other places of business, both within and without the State of Florida, as may be necessary or convenient, and the name of the initial registered agent of this corporation situated at the above address is Pamela J. Reynolds, Esq.

ARTICLE VI.

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
2307 DOUGLAS RD., SUITE 200
MIAMI, FL 33145

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the by-laws of the corporation.

ARTICLE VIII.

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE IX

SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to the payment of the Corporate debts to any extent whatsoever.

ARTICLE X.

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI.

SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XII.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

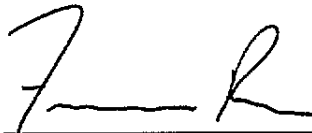
ARTICLE XIII.

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

FRANCISCO C. RECIO
2307 DOUGLAS RD., STE. 200
MIAMI, FL 33145

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of February 1999.



Francisco C. Recio

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -1 AM 10:28

**CERTIFICATE OF REGISTERED AGENT
OF
USA HEALTH ACCESS, INC.**


Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That USA HEALTH ACCESS, INC., desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Pamela J. Reynolds, Esq., County of Miami-Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, I am familiar with and accept the obligations provided in Section 607.0501, Florida Statutes and I agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 25 day of February 1999.


Pamela J. Reynolds, Esq.