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TRANSMITTAL LETTER

Date: February 26, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300002793343--8  
-03/03/99--01058--004  
\*\*\*\*\*78.00 \*\*\*\*\*78.00

Subject: CLINICA AMERICA LATINA, INC.

We enclose an original and one (1) copy of the Articles of Incorporation to be certified for the above corporation and a check in the amount of \$ 78.00.

Signature: \_\_\_\_\_



From: JOEL CASTILLO  
255 NW 125 Street  
Miami, Florida 33168  
(305) 953-9183  
Incorporator / Resident Agent

99 MAR -3 AM 9:29  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OB  
3-2-99  
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**ARTICLES OF INCORPORATION**

for

**CLINICA AMERICA LATINA, INC.**

**FILED**  
99 MAR -3 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to organize a corporation for the purpose hereinafter stated, do hereby adopt the following Articles of Incorporation under the Laws of the State of Florida:

**ARTICLE I - NAME**

The name of this corporation shall be: **CLINICA AMERICA LATINA, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
1639 West Flagler, Miami, Florida 33135.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue one hundred <100> shares common stock with a value of One (\$1.00) dollar per share.

**ARTICLE VI - STOCK TRANSFERABILITY**

No shareholder of this corporation may sell or transfer his shares in this corporation without such sell or transfer being approved at a stockholders' meeting specially called for such purpose, by the holders of a majority of the outstanding stock . The Board of Directors of this corporation may adopt additional by-laws restraining the alienation of shares and providing for the

purchase or redemption by the corporation of its shares; provided, however, that such provision dealing with the purchase or redemption by the corporation of its shares may not be invoked at a time or in a manner that would impair the capital of the corporation.

#### **ARTICLE VII - STOCK OWNERSHIP**

The Board of Directors shall require any officer, shareholder, agent or employee of this corporation, to fully comply with this corporations requirements that states hereinafter, upon the death of a shareholder, the deceased shareholder's stock shall be first offered for redemption, under the terms and conditions to be agreed upon by and between the corporation and the shareholders. No shareholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### **ARTICLE VIII - VOTING RIGHTS**

Each share of common stock of this corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the stockholders.

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

There shall be no preemptive rights in any stock herein issued or hereafter issued.

#### **ARTICLE X - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial director of this corporation is:

Joel Castillo  
255 N.W. 124 Street  
Miami, Florida 33165

#### **ARTICLE XI - INCORPORATORS**

The name and addresses of the incorporator is:

Joel Castillo  
255 N.W. 124 Street  
Miami, Florida 33165

**ARTICLE XII - INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is: JOEL CASTILLO, 255 NW 124 Street, Miami, Florida 33168

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of February, 1999.



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JOEL CASTILLO  
Initial Registered Agent / Incorporator

**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 and 607.0501, Florida Statutes, the following is submitted:

First - - That CLINICA AMERICA LATINA, INC. , desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1639 West Flagler, Miami, Florida, 33135 has named JOEL CASTILLO, 255 NW 124 Street, Miami , Florida 33186 as its agent to accept service of process within the State of Florida.

SIGNATURE:   
JOEL CASTILLO

TITLE: Incorporator

DATE: 02/26/1999

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 provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE:   
JOEL CASTILLO  
Resident Agent

DATE: 02/26/1999

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TALLAHASSEE, FLORIDA