

LAW OFFICES OF  
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Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: La Roma Health Care, Inc. (proposed name)

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of La Roma Health Care, Inc. (proposed name) and a copy to be stamped. Enclosed please also find a check in the amount of \$70.00 for the incorporation of the above mentioned corporation.

Should you have any questions, please do not hesitate to contact our offices.

Sincerely yours,

  
Avelino J. Gonzalez, Esq.

Mr. Gonzalez GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Art III  
DATE 3/15  
DOC. EXAM SD

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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MAR 16 1999

**ARTICLES OF INCORPORATION**

**OF**

**LA ROMA HEALTH CARE, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes, acknowledges and files with the Florida Department of State the following Articles of Incorporation (the "Articles") for the purpose of organizing a corporation under the Florida Business Corporation Act (the "Act"):

**ARTICLE I - NAME**

The name of the corporation is **LA ROMA HEALTH CARE, INC..**

**ARTICLE II - PRINCIPAL OFFICE**

The initial principal place of business or mailing address of the Corporation shall be located at 8300 West Flagler, Suite 114, Miami, Florida 33144.

**ARTICLE III - TERM OF EXISTENCE**

The Corporation shall commence its corporate existence upon the **filing** of these Articles, and shall have perpetual existence thereafter, unless sooner dissolved.

**ARTICLE IV - AUTHORIZED SHARES**

The Corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One United States

Dollars (\$1.00), each entitled to one (1) vote per share.

#### **ARTICLE V - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. Once a quorum at a directors' meeting has been established, the affirmative vote of a majority of the directors present is the act of the directors. The board of directors of the Corporation may grant powers of attorneys in favor of persons (the "Attorneys"), who need not be directors or officers thereof, authorizing such Attorneys to exercise any and all of its powers that the board of directors may deem necessary or desirable; which powers of attorney shall remain in effect until they are revoked and notice of the revocation is served to those dealing with the Attorneys.

Any and all the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders, adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the Corporation. The initial director, who shall hold office until his successor

has been elected and qualified is:

<u>Name of Director(s):</u>	<u>Director(s)' Address(es):</u>
Luz Estela Prada	8300 West Flagler, Suite 114, Miami, Florida 33144
Gloria Taboada	8300 West Flagler, Suite 114, Miami, Florida 33144.

#### **ARTICLE VI - INDEMNIFICATION**

The Corporation shall have the power to indemnify and insure, at the discretion of its board of directors, or its shareholders, or an independent legal counsel, to the fullest extent permitted and in the manner provided by the Act, its directors officers or other persons exercising their powers and duties (the "persons"), including when such persons are, or were serving in any such capacity, at the request of the Corporation, in another Corporation or enterprise, whenever such persons are made a party, or are threatened to be made a party, to any threatened, pending or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, at any state of such legal proceedings, for all expenses and amounts paid in settlement, except as may be limited by the Act.

#### **ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that such

bylaws shall not be altered, amended or repealed by the board of directors.

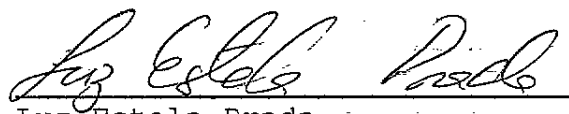
**ARTICLE VIII - INCORPORATOR**

The subscriber to these Articles is Luz Estela Prada, the address of whom is 8300 West Flagler, Suite 114, Miami, Florida 33144.

**ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of the Corporation is 8300 West Flagler, Suite 114, Miami, Florida 33144 and the name of the initial registered agent of the Corporation is Luz Estela Prada, with principal office at 8300 West Flagler, Suite 114, Miami, Florida 33144, that by these presents accepts its designation as the registered agent of the Corporation.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Incorporation in the City of Miami, State of Florida, on February 22, 1999.

  
Luz Estela Prada  
Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

FIRST: The name of the corporation is **La Roma Health Care, Inc.**

SECOND: The address of the Corporation is 8300 West Flagler, Suite 114, Miami, Florida 33144.

Corporate Officer Signature: *Luz Estela Prada*  
Title of Officer: Luz Estela Prada, President

Date of Execution: February 22, 1999

**ACCEPTANCE:**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED, HEREBY AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES AS SUCH, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

*Luz Estela Prada*  
Luz Estela Prada, President

Date of Execution: February 22, 1999

**FILED**  
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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE