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W.P. Varitier

Miguel del Aguila, P.A.

Ocean Bank of Miami Bldg. 780 N.W. LeJeune Rd., Suite 525 Miami, Florida 33126 305 / 444-8244 Fax 446-1635

April 13, 1999

Secretary of State Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32314

RE: SOUTHEAST HEALTH MANAGEMENT CONSULTANTS, INC.

Gentlemen:

Enclosed herewith please find original and two copies of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of Seventy-Eight and seventy-five (\$78.75) Cents to cover the costs herein.

Kindly return the certified copy of the charter to the undersigned in the enclosed self-addressed, stamped envelope.

Sincerely,

MIGUEL DEL AGUILA

ap Encls.

99 APR | 4 AH | 1: 40 SECRETARY OF STATE TALLAHASSEE FLORID

ARTICLES OF INCORPORATION

OF

SOUTHEAST HEALTH MANAGEMENT CONSULTANTS, INC.

The undersigned incorporators desire to form a corporation pursuant to Chapter 607, Florida Statutes and hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME: The name of the corporation shall be SOUTHEAST HEALTH MANAGEMENT CONSULTANTS, INC.

ARTICLE II

<u>PURPOSE AND POWER</u>: The purpose for which the corporation is formed is to engage in any activity and business permitted under the laws of the State of Florida.

ARTICLE III

PRINCIPAL OFFICE: The address of the corporation's principal place of business shall be: 112 Madeira Avenue, Coral Gables, FL 33134.

ARTICLE IV

INCORPORATORS: The names and addresses of the incorporators

are: Manuel Reyes - President - 34 shares

112 Madeira Avenue
Coral Gables, FL 33134

Manuel Pineiro - Vice President - 33 shares 112 Madeira Avnue Coral Gables, FL

DulceCuetara - Secretary/Treasurer - 33 shares 112 Madeira Avenue Coral Gables, FL 33134

ARTICLE V

SHARES OF STOCK: The aggregate number of shares of stock the corporation is authorized to issue is one hundred (100) shares, which shares shall be common stock having five dollars (\$5.00) par value.

ARTICLE VI

ARTICLE VII

REGISTERED AGENT: The name and address of the permanent registered agent is:

Manuel Reyes - 112 Madeira Avenue, Coral Gables, FL 33134

IN WITNESS THEREOF, I have executed these Articles of

Incorporation in Miami, Dade County, Florida, on this Aday of

Gall, 1999.

MANUEL REYES

MANUEL PINEIRO

CLETARA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

OFFICIAL NOTARY SEAL
MAGALI L PILIG
NOTARY PUBLIC STAYE OF FLORIDA
COMMISSION NO. CC776876
MY COMMISSION EXP. OCT. 16,2002

NOTARY PUBLIC, STATE OF FL. Commission No.:

My Commission Expires:

CERTIFICATE

MANUEL REYES, desiring to organize under the laws of the State of Florida with its principal office asindicated in the Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-

I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

MANUEL REYES

Registered Agent