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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AD REM HEALTHSYSTEM OF SOUTH FLORIDA, INC.
(Corporation Name) (Document #)
2. INC.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION OF
AD REM HEALTHSYSTEM OF SOUTH FLORIDA, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I -NAME

The name of this corporation is AD REM HEALTHSYSTEM OF SOUTH FLORIDA, INC. (hereinafter referred to as the "Corporation").

ARTICLE II -PRINCIPAL OFFICE

The initial address of the principal office of this Corporation is 1801 Coral Way, Third Floor, Miami, Florida 33145 and the initial mailing address of this Corporation shall be 1801 Coral Way, Third Floor, Miami, Florida 33145.

ARTICLE III - COMMENCEMENT & DURATION

This Corporation shall have perpetual existence. The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation.

ARTICLE IV - PURPOSE

The primary purpose of this Corporation is to engage in the practice of health related services or in any and all activity or business permitted under the laws of the United States and of Florida.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to issue is: 500 (five hundred) and it shall have no designated par value. The shares will be issued in the manner prescribed by the Board of Directors. Notwithstanding,

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anything in these Articles of Incorporation, this Corporation is authorized to issue only one class of stock and such stock shall be designated as common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Mayra Batista, whose address is 1801 Coral Way, Third Floor, Miami, Florida 33145, upon whom process in any action or proceeding against this Corporation may be served.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two initial Directors on the initial Board of Directors one who is an incorporator of this Corporation.

The initial Director on the initial Board of Directors shall remain on the initial Board of Directors until the first election of the Board of Directors to be held in a manner and at the point in time prescribed by the bylaws adopted by this Corporation as amended from time to time. The number of Directors may be increased or decreased from time to time in accordance with the bylaws adopted by this Corporation as amended from time to time. Notwithstanding anything in these articles of Incorporation the number of directors on the Board of directors shall never be less than (1) . The names of the initial Directors on the initial Board of Directors of this Corporation is:

NAME	TITLE
Mayra Batista	Director- President
Mayra Batista	Director - Secretary

ARTICLE VIII -OFFICERS

This Corporation shall have two initial offices. President and Secretary: Mayra Batista whose post office address is in 1801 Coral Way, Third Floor, Miami, Florida 33145.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or Director, or former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

In order to incorporate this Corporation and in order to effectuate the governance in accordance with these Articles of Incorporation, the undersigned incorporator acknowledges the above provisions with his respective signature:

Mayra Batista
Mayra Batista
Incorporator

1801 Coral Way,
Suite Third Floor
Address Miami, Fl. 33145

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 14TH DAY OF APRIL, 1999.

BY

Mayra Batista

MAYRA BATISTA - REGISTERED AGENT

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