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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pro Healthcare II, Inc.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
- 99 APR 20 PM 2:56
- ☒ Art of Inc. File
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
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☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☒ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
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☐ UCC 11 Retrieval
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Name

Date

Time

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4/20/99 11:14

R. Purinton APR 20 1999

**ARTICLES OF INCORPORATION
OF
PRO HEALTHCARE II, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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I, the undersigned Incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is **PRO HEALTHCARE II, INC.** (the "Corporation").

ARTICLE II - NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV - ADDRESS

The principal office of the Corporation shall be located at **1948 N.E. 123 Street, #107, North Miami Beach, Florida 33181** and its Registered Agent is **SPENCER H. BARON, D.C.**

ARTICLE V - DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-Laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be one (1) and this director is **SPENCER H. BARON, D.C.**

ARTICLE VI - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII - INCORPORATOR

The name and post office address of the Incorporator of these ARTICLES OF INCORPORATION is **SPENCER H. BARON, D.C., 1948 N.E. 123 STREET, #107, NORTH MIAMI BEACH, FLORIDA 33181.**

ARTICLE VIII - BY LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be set forth in the By-Laws of the Corporation.

ARTICLE IX - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

ARTICLE XI - 1244 STOCK PLAN

This Corporation shall perform all actions necessary to adopt a 1244 Stock Plan as to the common capital stock of the Corporation.

ARTICLE XII - SUB CHAPTER S

This Corporation shall perform all actions necessary to adopt Sub-Chapter S status under the Federal Tax Laws.



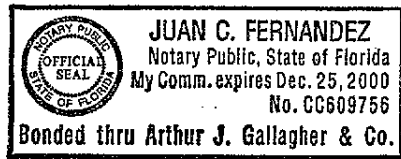
SPENCER H. BARON, D.C.

STATE OF FLORIDA)
)ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared **SPENCER H. BARON, D.C.** () personally known to me or () produced his Fla Id. as identification to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 13 day of April, 1998.

My Commission Expires:



Notary Public
State of Florida at large

Juan C. Fernandez
Print name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

PRO HEALTHCARE II, INC. elects to organize under the laws of the State of Florida with its principal office located at c/o **SPENCER H. BARON, D.C., 1948 N.E. 123 STREET, #107, NORTH MIAMI, FLORIDA 33181** and has named **SPENCER H. BARON, D.C., 1948 N.E. 123 STREET, NORTH MIAMI, FL 33181** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for **PRO HEALTHCARE II, INC.** at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

SPENCER H. BARON, D.C.
Registered Agent