

P99000038779

MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.

2200 SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33131

April 27, 1999

TELEPHONE (305) 358-0050  
TELECOPIER (305) 358-0550

**By Federal Express Overnight**

Florida Secretary of State  
Division of Corporations  
Attention: Bobbi Cox (**Personal and Confidential**)  
409 East Gaines Street  
Tallahassee, Florida 32399

400002855874--6  
-04/29/99--01008--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**PHARMED HEALTH PLACE SOLUTIONS, INC.**

Dear Ms. Cox:

Enclosed is a second original for filing the Articles of Incorporation for the above-referenced matter with our check in the amount of \$78.75 for the required filing and certified copy fees.

Also enclosed is a copy of the first original that we sent to you on April 7, 1999, which UPS is unable to track. Please have the first copy and first check returned to me to destroy, if it eventually appears in your Division.

I would appreciate your expediting the processing of this filing and returning the certified copy to me in the enclosed self-addressed, prepaid Federal Express envelope.

Sincerely,

*Robert B. Macaulay*

Robert B. Macaulay

FILED  
99 APR 28 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RBM:haw

Enclosures

BC + 29

**ARTICLES OF INCORPORATION**  
**OF**  
**PHARMED HEALTH PLACE SOLUTIONS, INC.**

FILED  
99 APR 28 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Pharmed Health Place Solutions, Inc. Its business mailing address is 3075 Northwest 107 Avenue, Miami, Florida 33172.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

## ARTICLE VI - INITIAL

### REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be Mitrani, Rynor, Adamsky, Macaulay & Zorrilla, P.A., 2200 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Jorge de Cespedes	3075 Northwest 107 Avenue Miami, Florida 33172
Bertin Perez	3075 Northwest 107 Avenue Miami, Florida 33172
Barry Brazier	1551 Northwest 82 Avenue Miami, Florida 33126
Roberto Valencia	2775 East Oakland Park Boulevard Fort Lauderdale, Florida 33306

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert B. Macaulay	2200 SunTrust International Center One Southeast Third Avenue Miami, Florida 33131

Robert B. Macaulay  
Robert B. Macaulay, Incorporator

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF MIAMI-DADE         )

The foregoing Articles of Incorporation of Pharmed Health Place Solutions, Inc., were acknowledged before me this 27<sup>TH</sup> day of April, 1999, by Robert B. Macaulay, as Incorporator, who is personally known to me.

Helen C. Webb  
Notary Public, State of Florida

My Commission Expires: 4-9-2001



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Pharmed Health Place Solutions, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: April 27, 1999

Robert B. Macaulay  
Robert B. Macaulay