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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

HEALTHWAY MEDICAL, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

Healthway Medical, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation shall Healthway Medical, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II

PLACE OF BUSINESS

The place of business and mailing address of the Corporation shall be at: 315 West 49th Street, Hialeah, Florida 33012, or at such place later designated by the incorporators herein by filing an amendment to the Articles of Incorporation.

ARTICLE III

PRINCIPAL OFFICE

The street address of the principal office of the Corporation shall be at: 315 West 49th Street, Hialeah, Florida 33012.

Prepared By:
Rafael Fabian
Rafael Fabian, P.A.
9220 S.W. 72nd Street
Suite 204
Miami, Florida 33173
(305) 598-0829

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TALLAHASSEE FLORIDA

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ARTICLE IV

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COMMON SHARES

The maximum number of shares this Corporation is authorized to issue is 100 shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

The initial common shares shall be divided in the following manner:

Estela Shelley
315 West 49th Street
Hialeah, Florida 33012
50% Common Shares

Estela N. Genoris
315 West 49th Street
Hialeah, Florida 33012
50% Common Shares

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE VI

INCORPORATORS

The name and address of the incorporator of the Corporation is:

Rafael Fabian
Law Offices of Fabian & Associates, P.A.
9220 S.W. 72nd Street, Suite 204
Miami, Florida 33173

Prepared By:
Rafael Fabian
Rafael Fabian, P.A.
9220 S.W. 72nd Street
Suite 204
Miami, Florida 33173

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SUBSCRIBERS

ARTICLE IX

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BOARD OF DIRECTORS

- 7.1 NUMBER AND QUALIFICATION. The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but which shall consist of not less than Two (2) directors.
- 7.2 DUTIES AND POWERS. All of the duties and powers of the Corporation existing under the Act, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors and/or employees.
- 7.3 ELECTION REMOVAL. Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 7.4 FIRST DIRECTORS. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>
Estela Shelley	315 West 49 th Street Hialeah, Florida 33012
Estela N. Genoris	315 West 49 th Street Hialeah, Florida 33012

Rafael Fabian
Rafael Fabian, P.A.
9220 S.W. 72nd Street
Suite 204
Miami, Florida 33173

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ARTICLE X

INITIAL REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The address of the initial registered office of the Corporation is the Estela Shelley located at: 315 West 49th Street, Hialeah, Florida 33012.

ARTICLE XI

AMENDMENTS

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE XII

BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this November 10, 1998.



RAFAEL FABIAN, INCORPORATOR

Rafael Fabian
Rafael Fabian, P.A.
9220 S.W. 72nd Street
Suite 204
Miami, Florida 33173

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

That Estela Shelley, having a business office address identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Estela Shelley
 BY: ESTELA SHELLEY

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TALLAHASSEE, FLORIDA

Rafael Fabian
 Rafael Fabian, P.A.
 9260 S.W. 72nd Street
 Suite 218
 Miami, Florida 33173

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