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Florida Department of State

Division of Corporations
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Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

medcol associates, inc.

UL 19384

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 1999

EMPIRE

SUBJECT: MEDCOL ASSOCIATES, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

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Becky McKnight
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**ARTICLES OF INCORPORATION
OF
MedCol Associates, Inc.**

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be **MEDCOL ASSOCIATES, INC.**

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial principal office of the corporation shall be 100 South Pine Island Road, Suite 108, Plantation, Florida 33324 and the name of the initial Registered Agent for the corporation at 3001 Ponce de Leon Boulevard, Suite 214, Coral Gables, Florida 33134 is Jocelyn Poole.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

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**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

**ARTICLE VIII
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE IX
DIRECTORS**

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Jocelyn Poole	265 15 2582	12301 Moss Ranch Road	Miami, FL. 33156
Sheridan Weissenborn	037 30 4514	14620 SW. 82 nd Avenue	Miami, FL. 33158
Warren E. Silverman	216 26 7627	3550 North 32 nd Terrace	Hollywood, FL. 33021

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CERTIFICATE OF DESIGNATION OF REGISTER AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MedCol Associates, Inc.
2. The name and address of the registered agent and office is:

Jocelyn Poole
3001 Ponce de Leon Boulevard
Suite 214
Coral Gables, FL 33134

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.

Registered Agent;

Jocelyn Poole
JOCELYN POOLE

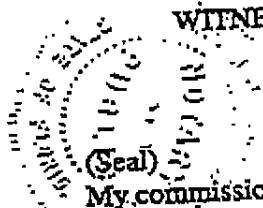
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared JOCELYN POOLE, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 12 day of AUGUST, 1999

Miriam R. Carrasquillo
NOTARY PUBLIC, STATE OF FLORIDA



My commission expires:



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