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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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*****78.75 *****78.75

OFFICE USE ONLY

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

1. ST. MARTIN THERAPY CENTER, CORP. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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Certificate of Status

RECEIVED
99 OCT 20 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 OCT 20 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ST. MARTIN THERAPY CENTER, CORP.

ARTICLE I
NAME:

The name of this corporation is:

ST. MARTIN THERAPY CENTER, CORP.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLE II
PURPOSE:

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock of \$0.01 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V
RESTRICTIONS ON TRANSFER OF SHARES

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a transferee of the holder, pursuant to Section 607.0627 of the Florida Business Corporation Act, as presently enacted.

ARTICLE VI
MAIN PLACE OF BUSINESS, INITIAL REGISTERED OFFICE AND AGENT

The initial registered office, and mailing address of the Corporation is: **19900 N.W. 37th Avenue, # F149, Miami, Florida 33056**, and the Registered Agent is: **ANTONIO RODRIGUEZ**, at the same aforementioned address.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Board of Directors shall be as follows:

Noelia Davila, President
Kristine Fernandez, Vice President/Treasurer
Clara Georgina Ramirez, Secretary

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these articles is:

<u>Name</u>	<u>Street Address:</u>
Noelia Davila	19900 N.W. 37th Avenue, # F149, Miami, Florida 33056

ARTICLE IX
OFFICERS

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

A duly appointed officer of this corporation may appoint one or more assistant officers to help the officer so-appointing in such officer's functions.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors or if there is no Board of Directors, in the Shareholders..

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors or the shareholders if there is no Board of Directors,, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

ARTICLE XI
PROCEDURE IN CASE OF DEADLOCK

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant the other party may petition the Dade County Bar Association and/or the Dade County CPA Association, to nominate, in the stead of the non-nominating party, an attorney or certified public accountant, and the attorney or any certified public accountant so nominated shall be considered as nominated by the party or parties which have refused or neglected to nominate pursuant to this Article. The parties in deadlock shall have thirty days, from the date of the deadlock, to nominate the attorney or certified public accountant, pursuant to the foregoing.

The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

ARTICLE XII
DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation, this ____ day of September, 1999.



NOELIA DAVILA, PRESIDENT
ST. MARTIN THERAPY CENTER, CORP.

State of Florida)
) SS
County of Miami-Dade)

BEFORE ME, the undersigned authority, personally appeared **NOELIA DAVILA**, who is personally known to me or who has produced _____ as identification, to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same, this ____ day of September, 1999.

Notary Public, State of Florida
Printed Name: _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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My commission expires:

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ANTONIO RODRIGUEZ
REGISTERED AGENT