P99000097727

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PREMIER PLUS HEALTH, INC.
(Proposed corporate name - must include suffix)

300003035543--9
-11/04/99--01092--007
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☒ $87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: FERNANDO A. BARBERENA
Name (Printed or typed)

1817 S. OCEAN DR. # 520
Address

HALLANDALE, FL 33009
City, State & Zip

(954) 458-6225
Daytime Telephone number

FILED
99 NOV -4 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T BROWN NOV - 5 1999

ARTICLES OF INCORPORATION
OF
PREMIER PLUS HEALTH, INC.

FILED
99 NOV -4 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME & MAILING ADDRESS

The name of this corporation is: PREMIER PLUS HEALTH, INC.
The principal office and mailing address of this corporation is: 5385 W. 20th Ave., Hialeah, FL 33012.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. That date on which corporate existence commences is: UPON APPROVAL BY THE SECRETARY OF STATE.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

(a) To transact any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

(b) To Purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in action, either as owner, broker, agent, or factor.

(c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount, to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

(d) To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

(a) Designation: The stock of this corporation shall be known as Common Stock.

(b) Authorized: The maximum number of shares of Common Stock that this corporation may issue is 100.

(c) Par Value: Each share of Common Stock shall have the par value of $1.00.

(d) Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

(e) Non-assessability: Each share of Common Stock shall be issued in exchange for consideration, which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

(f) Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

(g) Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

(h) Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered by others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The Street Address of the Initial Registered Office of this corporation is 5385 W. 20th Ave., Hialeah, FL 33012, and the name of the Initial Registered Agent of this corporation at that address is FERNANDO ANDRES BARBERENA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have initially two Directors. The number of Directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The names and addresses of the Initial Directors of this corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

1) FERNANDO ANDRES BARBERENA
   1817 SOUTH OCEAN DR., # 520
   HALLANDALE, FL 33009

2) MANUEL SANCHEZ
   225 E. 40 ST.
   HIALEAH, FL 33013

ARTICLE IX - BY LAWS

The Power to adopt, alter, amend or repeal by-laws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any by-law adopted by shareholders if the shareholders specifically provide such by-law not subject to amendment or repeal by the Directors.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - DIRECTOR QUORUM AND VOTING

The majority of the Directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of THE MAJORITY of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of THE MAJORITY of the Directors present and voting, shall be the act of the Board of Directors.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or add any amendment here to, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - INCORPORATORS

The names and addresses of the persons signing these Articles are:

1) FERNANDO ANDRES BARBERENA
   1817 SOUTH OCEAN DR., # 520
   HALLANDALE, FL 33009

2) MANUEL SANCHEZ
   225 E. 40 ST.
   HIALEAH, FL 33013

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25th of October, 1999.

MANUEL SANCHEZ
Address: 225 E. 40 ST.
HIALEAH, FL 33103

FERNANDO ANDRES BARBERENA
Address: 1817 SOUTH OCEAN DR., # 520
HALLANDALE, FL 33009

FILED
99 NOV -4 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING RESIDENT AND REGISTERED OFFICE, RESIDENT AND REGISTERED AGENT AND ACCEPTANCE OF RESIDENT AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE RESIDENT AND REGISTERED OFFICE AND RESIDENT AND REGISTERED AGENT, IN THE STATE OF FLORIDA:

FIRST: That PREMIER PLUS HEALTH, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Hallandale, County of Broward, State of Florida, has named FERNANDO ANDRES BARBERENA as its Resident and Registered Agent, and 5385 W. 20th Ave., Hialeah, FL 33012, as its Resident and Registered Office.

SECOND: That said Resident and Registered Agent, having been named to accept service of process for the above stated Corporation, at the place designated as the Resident and Registered Office in the Certificate, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

BY [signature]
RESIDENT AND REGISTERED AGENT
FERNANDO ANDRES BARBERENA

10/25/99
DATE

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314