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(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

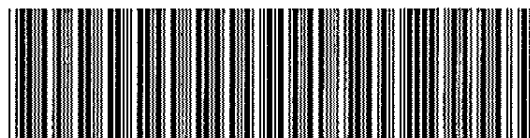
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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18 APR 19 2005

RECEIVED
04 APR 18 PM 11:03
FILED
05 APR 18 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAZARUS

CORPORATE FILING SERVICE

Requester's Name

3320 S.W. 87TH AVENUE

Address

MIAMI, FL 33165 (305) 552-5973

City/State/Zip

Phone #

Office Use Only

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

1. MARISEL A. ALMEIDA D.M.D., P.A.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☒ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

FILED

05 APR 18 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

Marisel A. Almeida D.M.D., P.A.

ARTICLE I

Name

The name of this corporation is Marisel A. Almeida D.M.D., P.A.

ARTICLE II

Purpose

The corporation is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through its officers, agents and employees who are duly authorized and licensed to practice in the State of Florida. The corporation shall not engage in any business other than the practice of medicine, but may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby. Subject to the foregoing, the corporation shall have all corporate powers permitted under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue One Hundred (100) shares of Common Stock, with a par value of \$1.00 per share.

No share of stock of this corporation shall be issued or transferred to any person who is not a medical doctor duly licensed to practice law in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice medicine in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or
- (iii) suffers an execution to be levied upon his stock or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to

receive payments for the value of such stock which, in the absence of a by-law provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

The corporation's Board of Directors is specifically authorized from time to time to adopt By-Laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption of the corporation of its shares of stock.

ARTICLE IV

Address

The principal office and mailing address of the corporation is 6835 SW 45th Lane, Apt 6 Miami, FL 33155

ARTICLE V

Registered Office and Agent

The street address of the registered office of this corporation is 6835 SW 45th Lane, Apt 6 Miami, FL 33155, and the name of the registered agent at such address is Marisel A. Almeida.

ARTICLE VI

Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or diminished from time to time by amendment to the By-Laws adopted by the stockholders. The name and address of the initial director of this corporation who, unless otherwise provided by the Amended and Restated Articles of Incorporation or the By-Laws, shall hold office for the first year of existence of the corporation or until his/her successors are elected or appointed and have qualified, are:

Marisel A. Almeida
6835 SW 45th Lane, Apt 6
Miami, FL 33155

The duties of and manner of electing directors shall be as set forth in the By-Laws of the corporation.

At any time after incorporation the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Initial Officers

The officers of this corporation shall be a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors of this corporation. The qualification, the time and manner of electing or appointment, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-Laws.

The officers who are to serve until the first election of officers under the Amended and Restated Articles of Incorporation are:

President	Marisel A. Almeida 6835 SW 45 Lane, Apt 6 Miami, FL 33155
Vice-President	James M. Almeida 6835 SW 45 Lane, Apt 6 Miami, FL 33155

ARTICLE VIII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VIII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VIII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

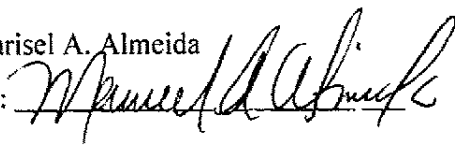
2. The President of the Corporation is hereby authorized and directed to execute the Articles of Incorporation in the forth hereinabove and to have the same filed with the Florida Department of State.

3. A copy of this Statement of Action shall be given to all shareholders of the Corporation within ten (10) days of the date hereof.

In WITNES WHEREOF, the undersigned has executed these Articles of Incorporation by its duly authorized officer this April 15, 2005.

Marisel A. Almeida

By:

A handwritten signature in black ink, appearing to read 'Marisel A. Almeida', written over a horizontal line.

Marisel A. Almeida D.M.D., P.A., President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

CORPORATION:

Marisel A. Almeida D.M.D., P.A.

REGISTERED AGENT:

Marisel A. Almeida
6835 SW 45th Lane, Apt 6
Miami, FL 33155

I agree to act as registered agent to accept service of process for the above stated corporation. I hereby agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Marisel A. Almeida D.M.D., P.A.

By: 

Name: Marisel A. Almeida

Title: President

Date: April 15, 2005