

196000075384

Jose R. Carbo  
Requestor's Name  
8935 S.W. 87th Ct.  
Address  
Miami FL 33176  
City/State/Zip Phone #

Suite #108

Office Use Only

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

- 1. Vacuum Clinic  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

300001938803  
-09/04/96--01151--018  
\*\*\*\*122.50 \*\*\*\*122.50

- Walk in
- Pick up time \_\_\_\_\_
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

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

FILED  
06 SEP 11 10:11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
BSB

SEP 6 1996

505  
W96-18674

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 8, 1998

JOSE R. CARBO  
8955 S.W. 87TH COURT  
SUITE #108  
MIAMI, FL 33176

SUBJECT: VACUUM CLINIC  
Ref. Number: W96000018674

We have received your document for VACUUM CLINIC and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 896A00041712

FILED

96 SEP 11 AM 11:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
VACUUM CLINIC INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is :

VACUUM CLINIC INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise real and personal property, and services, of every class, kind and description and to conduct any business it desires to pursue which is not prohibited by the Statutes of the State of Florida or the Statutes of the Federal Government. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

ARTICLE III - POWERS

The powers herein granted to the corporation shall not be construed as any limitation upon the powers of the corporation, but shall be in addition to the powers conferred by law. The corporation shall have the power to do the following:

1. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services.

2. To sue and be sue and appear and defend all acts and proceedings in its corporate name to the same extent as a natural person;

3. To adopt and use a common corporate seal and alter the same;

4. To appoint such officers, agents and employees as its affairs shall require and allow them suitable compensation;

5. To make and enter into all contracts necessary and proper for the conduct of its business;

6. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;

7. To purchase the corporate assets of any other corporation;

8. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock or any bonds or other evidence of indebtedness created by any other corporation of this State or any other State or Government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stocks;

9. To purchase, hold, sell, and transfer shares of its own capital stock, but it cannot purchase any of its own capital stock except from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly or counted as

outstanding stock for the purposes of any stockholder's quorum or vote;

10. To contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon; issue and sell or pledged bonds, debentures, notes and other evidence of indebtedness whether secured or unsecured, and execute such mortgages or other instruments of incumbrance upon its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient. To transfer corporate property of every kind and nature belonging to the corporation as security for the payment of any bonds, notes, debts, or other evidence of indebtedness of the corporation.

#### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of One (\$ 1.00) Dollar.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the corporation. Stock in other corporations or on going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchased shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the corporation may decide.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation may begin business shall not be less than \$ 100.00

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial street address of the principal office of this corporation shall be: 8955 S. W. 87th Court, Suite # 108 Miami, FL. 33176

ARTICLE VIII - DIRECTORS

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time, by the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addressed of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jose R. Carbo	8955 S. W. 87th Court Suite # 108 Miami, Florida 33176

ARTICLE X - SUBSCRIBERS

The names and street addresses of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

<u>NAME</u>	<u>SHARE</u>	<u>ADDRESS</u>
Jose R. Carbo	100 %	8955 S. W. 87th Court Suite # 108 Miami, Florida 33176

ARTICLE XI - OFFICERS

The names and street addresses of the officers of this corporation who shall hold office for the first year of the existence of the corporation and until their successors are elected or are appointed and shall have qualified are as follow:

<u>NAME</u>		
Jose R. Carbo	President	8955 S. W. 87th Court
	Secretary	Suite # 108
	Treasurer	Miami, Florida 33176

ARTICLE XII - REGISTERED AGENT

The registered agent of this corporation to accept services of process within this state shall be : Mr. Gilberto Coca Jr., 15821 S. W. 106th Terrace, Miami, Florida 33196.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by 66% of the voting capital stock, unless all of the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals  
this 28<sup>th</sup> day of August, 1996.

Jose R. Carbo  
JOSE R. CARBO

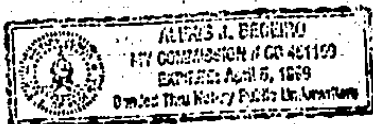
STATE OF FLORIDA       )  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, a Notary Public  
duly authorized in the State and County named above to take  
acknowledgments personally appeared JOSE R. CARBO, to me known to  
be the person described as subscriber to the foregoing Articles of  
Incorporation and acknowledged before me that he subscribed to  
those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above,  
this 28 day of August, 1996.

[Signature]  
Notary Public  
State of Florida at Large

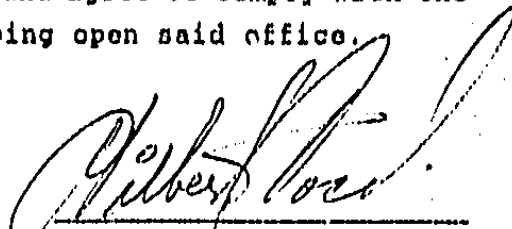
My commission Expires:





ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I heroby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



GILBERTO COCA, JR.

FILED  
SEP 11 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA