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FLORIDA PROFIT CORPORATION OR P.A.

JORGE LLOVET, M.D., P.A.

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

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# ARTICLES OF INCORPORATION

## JORGE LLOVET, M.D., P.A.

The undersigned, subscriber to these Articles of Incorporation, a natural persons competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 621, Florida statutes, also known as The Professional Services Corporation Act, and other laws of the State of Florida.

### ARTICLE I - NAME

The name of the corporation shall be:

**JORGE LLOVET, M.D., P.A.**

### ARTICLE II - NATURE OF BUSINESS

The nature of business of this professional corporation and the objects and purposes proposed to be transacted and carried on by it are as follows:

- 1.- To perform professional medical services as a Medicine Doctors. (M.D.)
- 2.- To engage in any activity or business permitted for professional medical service corporations under the laws of the United States and of the State of Florida.

### ARTICLE III - CAPITAL STOCK

The capital stock of this professional corporation shall consist of 100 shares of Common Stock having a par value of \$ 1.00 per share, all of which shall be fully paid and nonassessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, tangible or intangible, or labor of services actually performed for this professional corporation, at a value to be fixed by the

Prepared By: Jorge Llovet  
85 Grand Canal Drive Suite # 408  
Miami, Florida 33144  
Phone: (305) 267-8003

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directors. Shares may be issued until the full amount of the consideration for such shares has been paid. Neither promissory notes nor future services shall constitute full or part payment for the issuance of shares of this professional corporation.

1.- The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable security conditions upon issuance of new certificates for lost certificates.

2.- In the absence of fraud, no contract or other transaction between the corporation and any other corporation and any other corporation shall be affected or invalidated by the fact that one or more directors of the Corporation are interested in or are directors or officer or such other corporation. In the absence of fraud, no contract, act or transaction of the corporation with any person, or persons, firms or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connect with such person or persons, firm or corporation. Each person who becomes a director of the Corporation is relieved from any liability that otherwise might exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he otherwise may be interested in the absence of fraud. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company.

3.- The Corporation shall indemnify any and all of its present and past directors and officers and any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with defense of any action, suit or proceeding in which they or any of them has been made parties or a party be reason of having been or being directors or officers or a director or officer of the Corporation or of such other corporation, except in relation to matters as to which any such present or past director or officer or person shall be adjusted in such action, suit or proceeding, to be liable for negligence or misconduct in the performance or duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the by-laws, agreement, vote stockholders, or otherwise. Such right of indemnification, however, shall not extend to or include indemnification for liabilities arising under the Securities Act of 1933 as amended.

#### **ARTICLE IV – TERM OF EXISTENCE**

The professional corporation shall have perpetual existence.

**ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

85 Grand Canal Drive, Suite 408  
Miami, Florida 33144

The name of the initial registered agent of this Corporation at that address shall be:

Jorge Llovet.

**ARTICLE VI – PRINCIPAL ADDRESS**

The address for the corporation's principal office is the same as the registered office to wit:

85 Grand Canal Drive, Suite 408  
Miami, Florida 33144

**ARTICLE VII – BOARD OF DIRECTORS**

The power of the Corporation shall be executed by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have two directors initially. The number of directors maybe increased or decreased by the shareholders from time to time as provided in the by-laws of the Corporation.

**ARTICLE VIII – DIRECTORS NAMES AND STREET ADDRESS**

The names and street addresses of the members of the First Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

|               |                                  |   |
|---------------|----------------------------------|---|
| Jorge Llovet. | President, Secretary & Treasurer | 85 Grand Canal Drive<br>Suite # 408<br>Miami, Florida 33144 |
|---------------|----------------------------------|---|

**ARTICLE IX – INCORPORATOR (S)**

The Name and street address of the incorporators signing these Articles of Incorporation are as follows:

|              |  |
|--------------|--|
| Jorge Llovet | 85 Grand Canal Drive Suite # 408<br>Miami, Florida 33144 |
|--------------|--|

**ARTICLE X - SPECIAL PROVISIONS**

The Corporation shall have all corporate powers permitted to professional medical services corporations comprised of Medicine Doctors under the laws of the United States and of the State of Florida. The following additional provisions for the regulations of its members, the Board of Directors shall have authority to establish reasonable compensation of all directors for services to the corporations as directors, officers, and otherwise. In addition to the authority to establish salaries, the authority vested in the Board of Directors by this Paragraph 4 shall include the authority to establish the payment of bonuses, stock options, and pension and profit sharing plans, and incentive plans.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of June, 2000.

  
\_\_\_\_\_  
Jorge Llovet  
INCORPORATOR

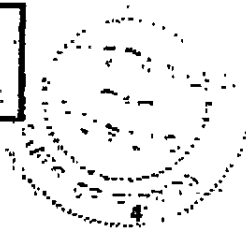
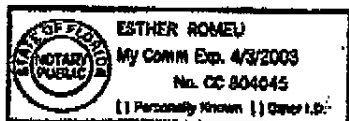
STATE OF FLORIDA)  
                                  ) SS  
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority did personally appeared the persons known by me to be Jorge LLOvet, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20 day of June, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**DESIGNATION OF ACCEPTANCE OF REGISTERED AGENT.**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, JORGE LLOVET, M.D., P.A, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 85 Grand Canal Drive Suite # 408 Miami, Fl 33144 has named JORGE LLOVET, located thereat as its registered agent to accept service of process within this State.

  
\_\_\_\_\_  
JORGE LLOVET, INCORPORATOR

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

  
\_\_\_\_\_  
JORGE LLOVET  
REGISTERED AGENT

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