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FILED  
OCT 12 AM 9:17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

October 10, 2000

Department of State  
Division of Corporations  
P. O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: G. T. Deriso, P.A.

700003422917--2  
-10/12/00--01056--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

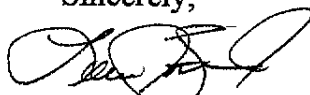
Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for G. T. Deriso, P.A., for filing, together with our firm check in the amount of \$78.75 representing the required filing fee.

We would appreciate your returning a copy of the Certificate and Articles to our office by return mail.

If you have any questions, please do not hesitate to contact me.

Sincerely,

  
Louis Stinson, Jr.

LSJr:kdj

Enclosure:

deptstate

Kathy  
Louis Stinson's secretary  
GAVE  
AUTHORIZATION BY PHONE TO

CORRECT ADD RA acceptance

DATE

DOC. EXAM.

OK 10/16/00

W-24861  
10/16/00

**ARTICLES OF INCORPORATION FOR G. T. DERISO, P.A.**

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00 OCT 12 AM 9: 18

The undersigned natural person, competent and licensed to practice veterinary medicine in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**Name of Corporation, Principal Office and Mailing Address**

The name of this corporation shall be G. T. DERISO, P.A.

The principal office and mailing address of this corporation shall be:

G. T. Deriso, P.A.  
4675 Ponce de Leon Boulevard  
Suite 305  
Coral Gables, FL 33146

**ARTICLE II**

**Purposes**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of veterinary medicine, and all its fields of specializations, as are engaged in by veterinary medicine.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be individually in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### **ARTICLE III**

#### **Capital Stock**

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at one dollar \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money, property, labor and/or services.

c. Shares of the corporation's stock and certificates shall be issued only to real estate sales and marketing agents in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### **ARTICLE IV**

#### **Duration**

The corporation shall have perpetual existence.

### **ARTICLE V**

#### **Registered Agent**

The address of this corporation's initial registered office is 4675 Ponce de Leon Boulevard, Suite 305, Riviera Professional Building, Coral Gables, Florida 33146, and the name of its initial registered agent at said address is Louis Stinson, Jr., Esq.

### **ARTICLE VI**

#### **Incorporator**

The name and address of the Incorporator is as follows:

G. T. Deriso  
4675 Ponce de Leon Boulevard  
Suite 305  
Coral Gables, FL 33146

## **ARTICLE VII**

### **Board of Directors**

The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

G. T. Deriso  
4675 Ponce de Leon Boulevard  
Suite 305  
Coral Gables, FL 33146

## **ARTICLE VIII**

### **Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

## **ARTICLE IX**

### **Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

## **ARTICLE X**

### **Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the

Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

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## ARTICLE XI

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### Indemnification

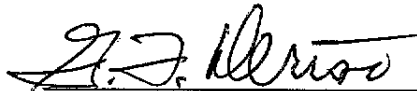
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XII

### Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 20<sup>th</sup> day of September, 2000.



G. T. Deriso

Incorporator

I hereby accept the duties and responsibilities as registered agent.



Louis Stinson, Jr., Esq.

Registered Agent

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

BEFORE ME, the undersigned authority, personally appeared G. T. Deriso who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami-Dade in the said County and State, this 2<sup>nd</sup> day of September, 2000.



Louis Stinson, Jr.  
MY COMMISSION # CC667723 EXPIRES  
August 5, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

  
Notary Public, State of Florida