

P00013743

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**LAZARUS CORPORATE FILING SERVICE**

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-12/06/00--01040--008  
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**TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)**

OFFICE USE ONLY

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

1. BEATRIZ MARTINEZ P.A.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in   
  Pick up time 3:00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

00 DEC -8 PM 1:41  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

FILED

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 checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

00 DEC -6 AM 11:06  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATE AFFAIRS  
 TALLAHASSEE, FLORIDA

RECEIVED

2/2  
 2000-12-06

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 6, 2000

LAZARUS

MIAMI, FL

SUBJECT: BEATRIZ MARTINEZ, P.A.  
Ref. Number: W00000028727

We have received your document for BEATRIZ MARTINEZ, P.A.. However, the document has not been filed and is being returned for the following:

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 500A00061733

RECEIVED  
00 DEC - 8 AM 10:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BEATRIZ MARTINEZ P.A.**

**FILED**  
00 DEC - 8 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I-NAME

The name of this corporation is: BEATRIZ MARTINEZ P.A.

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

The specific nature of business is: MENTAL HEALTH THERAPY AND COUNSELING.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 60 shares of No par value common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation 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 is offered to others.

ARTICLE VII-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

**150 SE 25<sup>TH</sup> ROAD PH-H  
MIAMI, FLORIDA 33129**

The name of the initial registered agent of this corporation at that address is:

**BEATRIZ MARTINEZ**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 12/4/00

Beatriz Martinez  
**BEATRIZ MARTINEZ**

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have two ( 1 ) Director initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws, but shall never be less than one. The names of the initial directors of this corporation are as follows:

<b>President</b>	<b>: BEATRIZ MARTINEZ</b>
<b>Vice-President</b>	<b>: BEATRIZ MARTINEZ</b>
<b>Treasurer</b>	<b>: BEATRIZ MARTINEZ</b>
<b>Secretary</b>	<b>: BEATRIZ MARTINEZ</b>

ARTICLES IX-INCORPORATORS

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

**BEATRIZ MARTINEZ**

ARTICLES X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

**BEATRIZ MARTINEZ      60 SHARES**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4 day of December, 2000.

Beatriz Martinez  
BEATRIZ MARTINEZ

NOTARY CERTIFICATE

STATE OF FLORIDA     )  
  )  
COUNTY OF DADE )

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State

and County aforesaid to take acknowledgements, personally appeared BEATRIZ MARTINEZ to me known to be the person described in and who executed the attached **ARTICLES OF INCORPORATION** and that she acknowledged before me that she executed the same. I relied upon the following forms of identification of the above named person(s):

( ) Florida Drivers License (XX) Known Personally and that an oath was/was not taken.

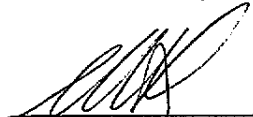
WITNESS my hand and official seal in the County and State last aforesaid this 4 day of

Dec, 2000.

(Seal)



Maribell Breton  
Commission # CC 968130  
Expires Oct. 19, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
Notary Signature

My Commission Expires:

FILED  
00 DEC -8 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA