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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
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FLORIDA PROFIT CORPORATION OR P.A.

MIRIZIO ORTHOPEDICS, INC.

Certificate of Status	0
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Capital Connection, Inc.

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ARTICLES OF INCORPORATION
OF
MIRIZIO ORTHOPEDICS, INC.

THE UNDERSIGNED, has executed the following documents as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: **MIRIZIO ORTHOPEDICS, INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The Specific nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are do any and all of the things mentioned, as fully and to the same extent as natural persons might do, viz:

- 1) Transact any and all lawful business, INCLUDING but not limited to: selling orthopedic shoes, and supplies, arch supports and orthotics.
- 2) Said corporation shall further have powers: To have perpetual succession by its corporate name; To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever, situated; To convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes, Chapter 607.141; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnership, or individual, or direct or indirect obligations of the United States or of any

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other government, State, territory, governmental district or municipality, or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state; To elect or appoint officers and agents of the corporation and define their duties and fix their compensation; To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration of the corporation; To make donations for the public welfare or for charitable, scientific or educational purposes; To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy; to pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and any other incentive plans for any and all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries; To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint Venture, trust or other enterprise; To have and exercise all powers necessary or convenient to effect its purposes; To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statutes, Chapter 607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual per value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and name of the initial Registered Agent of this corporation shall be:

Rozalyn Landisburg, Esq.
Law Office of Rozalyn Landisburg P.A.
3701 N. 29th Ave.
Hollywood, FL 33020

By: 

Rozalyn Landisburg, Esq.

Excepting the duties and responsibility of the reg. agent.

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ARTICLE VI

The initial Board of Directors shall consist of a total of 1 person(s), and the name and address of the person(s) who shall serve as an initial director(s) is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/ Director	(Judith Koiler)	180 Cape Point Circle, Jupiter, Fl 33477

ARTICLE VII

The street address of the principal place of business is:

180 Cape Point Circle, Jupiter, Fl 33477

ARTICLE VIII

The name and address of the incorporator executing these articles of incorporation is:

Rozalyn Landisburg, Esq.
Law Office of Rozalyn Landisburg P.A.
3701 N. 29th Ave.
Hollywood, Fl 33020

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 29th day of August, 2002.


ROZALYN LANDISBURG, ESQ.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Rozalyn Landisburg known to me to be the person described in and who executed the foregoing instrument for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my official seal in the state and county aforesaid, this 29 day of August, 2002.

STATE OF FLORIDA


AT LARGE

NOTARY PUBLIC

My commission expires: Nov. 29, 2002



Almee Medina
Commission # CC 793564
Expires NOV. 29, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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