

PO2000121284

RODOLFO L. DY, M.D.
12100 FIVAY ROAD, SUITE 130
HUDSON, FLORIDA 34667

(Address)

(Address)

(City/State/Zip/Phone #)

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02 NOV 8 PM 2:42
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA LAPAROSCOPIC WEIGHT LOSS CENTER, P.A.

FILED
02 NOV '8 PM 2:42
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

I, the undersigned, whose name is hereunto subscribed, make this certificate for the purpose of forming a corporation to be known as FLORIDA LAPAROSCOPIC WEIGHT LOSS CENTER, P.A. and hereby associate ourselves together for the purpose of becoming such corporation for profit under the laws of the State of Florida for the purpose and with the rights, powers and objects hereinafter set forth as follows:

ARTICLE I

NAME

The name of the corporation shall be FLORIDA LAPAROSCOPIC WEIGHT LOSS CENTER, P.A.

ARTICLE II

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 14100 Fivay Road, Suite 130, Hudson, Florida 34667. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of medicine;
- (b) to invest in real estate, mortgages, stocks, bonds or any other type of investment;
- (c) to own real and personal property necessary for the rendering of the above professional services; and
- (d) in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares non par value common stock.

ARTICLE V

INITIAL OFFICERS

The names and addresses of the officers of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the directors of this corporation for the election of permanent officers, or until the successors have been duly elected and qualified are:

NAME:	ADDRESS:	OFFICE:
Rodolfo L. Dy	273 rue des chateaux Tarpon Spring, FL 34689	President, Sect., Tres.

ARTICLE VI

REGISTERED AGENT

The corporation has named Rodolfo L. Dy, 273 Rue Des Chateaux, Tarpon Spring, Florida 34689 as its registered agent to accept service of process within the State of Florida.

ARTICLE VII

INCORPORATOR

The names and addresses of each incorporator to these Articles of Incorporation and the number of shares each agrees to take are:

NAME:	ADDRESS:	SHARES:
Rodolfo L. Dy	273 Rue Des Chateaux Tarpon Springs, FL 34689	10

ARTICLE VIII

DIRECTORS

This corporation shall have one (1) director. The number of directors may be increased from time to time by virtue of by-laws adopted by the stockholder(s) but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTORS

The name and address of the member of the first Board of Directors are:

NAME:

ADDRESS:

Rodolfo L. Dy

273 Rue Des Chateaux
Tarpon Springs, FL 34689

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the 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 majority of the stock entitled to vote thereon unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

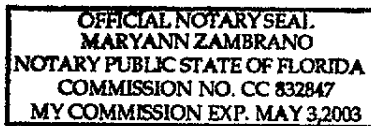


RODOLFO L. DY

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments, appeared
ROLDOLFO L. DY, personally known to me to be the person described in the foregoing Articles of
Incorporation as the incorporator thereto and who executed the foregoing Articles of Incorporation and he
acknowledged before me that she subscribed to such Articles of Incorporation.

WITNESS my hand and seal this 5th day of November, 2002, at New Port Richey, Pasco County,
Florida.



Maryann Zambrano
Notary Public

My Commission Expires:

Acceptance of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for FLORIDA
LAPAROSCOPIC WEIGHT LOSS CENTER, P.A.

Roldolfo L. Dy
ROLDOLFO L. DY

STATE OF FLORIDA
COUNTY OF PASCO

SWORN AND SUBSCRIBED to before me this ____ day of _____, 2002. Personally known to
me.

Notary Public

My Commission Expires: