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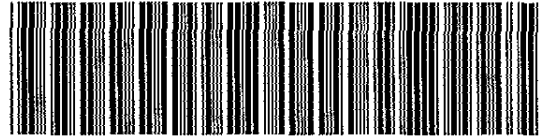
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 MAR 17 PM 2:07

FILED

T. Hampton MAR 22 2006

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: RAUL P. OLAZABAL, M.D., P.A.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: SAMANTHA FITZGERALD, ESQ

Name (printed or typed)

1395 BRICKELL AVE - 14TH FLOOR

Address

MIAMI, FL 33131

City, State & Zip

Daytime Telephone Number


AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

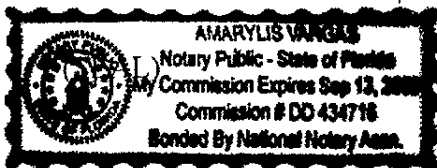
BEFORE ME, the undersigned authority, personally appeared RAUL P. OLAZABAL, who, after first being duly sworn, on oath deposes and says as follows:

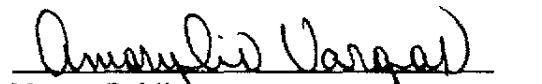
- 1. Affiant is the sole Director and Shareholder RAUL P. OLAZABAL, M.D., P.A., a Florida corporation (the "Corporation").
- 2. By the written consent of the Director and Shareholder dated March 13th, 2006, the Corporation elected to dissolve and authorized the undersigned officer to file Articles of Dissolution with the Florida Department of State.
- 3. The Corporation simultaneously herewith files Articles of Dissolution of the Corporation which were executed on March 13th, 2006, and hereby confirms that it does not intend to revoke the dissolution of, or attempt to reinstate the Corporation.

FURTHER AFFIANT SAYETH NOT.


Raul P. Olazabal
Sole Director and Shareholder

SWORN TO AND SUBSCRIBED before me this 13th day of March, 2006, by RAUL P. OLAZABAL, who is personally known to me or who has produced _____ as identification.




Notary Public
Print Name: Amarylis Vargas
My Commission expires: 9-13-09

CERTIFICATE OF DOMESTICATION

The undersigned, RAUL P. OLAZABAL, President of Raul P. Olazabal, M.D., P.C., foreign corporation, in accordance with section 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was September 24, 1991.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Alabama.
3. The name of the corporation immediately prior to the filing of Certificate of Domestication was RAUL P. OLAZABAL, M.D., P.C.
4. The name of the Corporation, as set forth in its articles of incorporation, to be filed pursuant to sections 607.0202 and 607.0401 with this certificate is RAUL P. OLAZABAL, M.D., P.A.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before filing the Certificate of Domestication was Alabama.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to section 607.1801.

I am the President of Raul P. Olazabal, M.D., P.C. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done this the 13th day of March, 2006.


Raul P. Olazabal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

RAUL P. OLAZABAL, M.D., P.A.

The undersigned incorporator, for the purpose of forming a professional corporation under the provisions of Chapters 607 and 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

RAUL P. OLAZABAL, M.D., P.A.

ARTICLE II

Purpose

The corporation is organized for the purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through its officers, agents and employees who are duly authorized and licensed to practice in the State of Florida. The corporation shall not engage in any business other than the practice of medicine, but may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby. Subject to the foregoing, the corporation shall have all corporate powers permitted under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

Authorized Capital; Ownership

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share.

No share of stock of this corporation shall be issued or transferred to any person who is not a medical doctor duly licensed to practice law in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice medicine in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or
- (iii) suffers an execution to be levied upon his stock or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the shareholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of a by-law provision or written agreement between the corporation and its shareholders, or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and canceled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchases or redemption of the corporation of its shares of stock.

ARTICLE IV

Address

The mailing address of the corporation is 11955 S.W. 67 Court, Miami, Florida 33156.

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 1395 Brickell Avenue, 14th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Samantha Fitzgerald, Esq.

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

© Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation are: Samantha Fitzgerald, Esq., 1395 Brickell Ave, 14th Floor, Miami, Florida 33131.

ARTICLE VIII

Initial Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or diminished from time to time by amendment to the By-Laws adopted by the stockholders. The name and address of the initial director of this corporation who, unless otherwise provided by the Articles of Incorporation or By-Laws, shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified, are:

Raul P. Olazabal, M.D.
11955 S.W. 67 Court
Miami, Florida 33156

The duties of and manner of electing directors shall be as set forth in the By-Laws of the corporation.

At any time after incorporation the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE IX

Initial Officers

The officers of this corporation shall be a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors of this corporation. The qualification, the time and manner of electing or appointment, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the By-Laws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

President, Secretary
and Treasurer

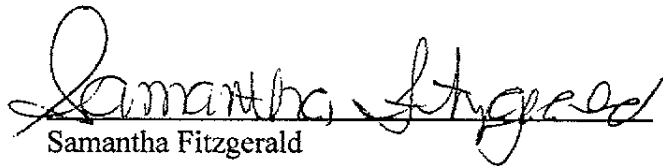
Raul P. Olazabal
11955 S.W. 67 Court
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 2006.


Samantha Fitzgerald

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Samantha Fitzgerald

[jdr] WA68678\ARTINC58.SJF(3/10/6-16:32)