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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**rodolfo binker, m.d., p.a.**

Certificate of Status	0
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ARTICLES OF INCORPORATION

(6)

OF

RODOLFO BINKER, M.D., P.A.

THE UNDERSIGNED, all of whom are duly licensed to practice veterinary medicine in the State of Florida, for the purpose of forming a professional corporation under Chapter 607 of the Florida Statutes, Florida General Corporation Act and Chapter 621, Florida Professional Service Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

RODOLFO BINKER, M.D., P.A.

ARTICLE II

DURATION

The terms of existence of the corporation is perpetual, unless sooner dissolved in accordance with the Laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to:

- a. To engage 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 officers, employees and agents who are duly licensed under the laws of the state of Florida to practice general medicine therein.
- b. To invest the funds of this corporation in real estate, mortgages, stock, bonds or any other type of investment, and to own real estate and personal property necessary for rendering of professional services.

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#### ARTICLE IV

##### Registered Agent

The initial registered office of this corporation shall be at 6700 SW 21<sup>st</sup> Street, Miami, Florida 33155. The initial registered agent at such address shall be:

Rodolfo Binker  
6700 SW 21<sup>st</sup> Street  
Miami, Florida 33155

#### ARTICLE V

##### Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue at any time is 100 shares of \$1.00 par value each. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice general medicine in the State of Florida.

#### ARTICLE VI

##### Principal Address

The principal office of this corporation shall be located at, 6700 SW 21<sup>st</sup> Street, Miami, Florida 33155, with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch office in such other cities, or countries as may from time to time be authorized by its Board of Directors.

#### ARTICLE VII

##### Director

The names and addresses of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death. All directors shall be required to be duly licensed to practice veterinary medicine in the State of Florida. The name and address of the initial Director of this Corporation is:

Rodolfo Binker- 6700 SW 21<sup>st</sup> Street, Miami, Florida 33155

### **ARTICLE VIII**

#### **Incorporator and Officer**

The name and address of the Officer chosen the first year is:

Rodolfo Binker (President)  
6700 SW 21<sup>st</sup> Street  
Miami, Florida 33155

### **ARTICLE IX**

The By-Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

### **ARTICLE X**

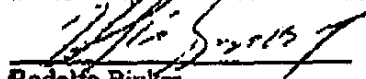
Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including council fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a part by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

**ARTICLE XI**

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 the Stockholder's meeting by a majority of the stock entitle 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. All rights of Shareholders are subject to this reservation.

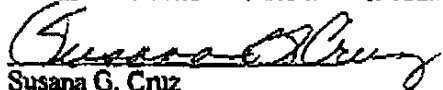
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 5<sup>th</sup> day of June, 2006.

  
Rodolfo Binker  
President and Incorporator  
6700 SW 21<sup>st</sup> Street  
Miami, Florida 33155

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June 2006, by Rodolfo Binker, who is personally known to me or has produced Drivers License as identification and who did take an oath.

  
Susana G. Cruz  
NOTARY PUBLIC, State of Florida at Large

My commission expires:



Susana G. Cruz  
My Commission DD150028  
Expires October 30 2008


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOME PROCESS MAY BE SERVED.**

In compliance with Section 48,091, Florida Statutes, the Following is submitted:

First, that **RODOLFO BINKER, M.D., P.A.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation at the city of Miami, State of Florida, has named **Rodolfo Binker**, 6700 SW 21<sup>st</sup> Street, Florida, County of Dade, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE:

  
Rodolfo Binker  
(Subscriber)

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE:

  
Rodolfo Binker, Resident Agent

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