

# P0600020113

Florida Department of State  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ZENKO, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



September 18, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SUBJECT: ZENKO, INC.  
REF: W06000040794

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

You must list at least one incorporator with a complete business street address.

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FAX Attn. #: H06000229625  
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P.O. BOX 6327 - Tallahassee, Florida 32314

⑤

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**NAME** The name of the corporation shall be Zenko, Inc.

**NATURE OF BUSINESS** This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida and of New York, or any other state, county, territory or nation.

**CAPITAL STOCK** The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

**ADDRESS** The initial street address of the Corporation shall be: 901 Ponce De Leon Boulevard, Suite 304, Coral Gables, Florida 33134. The street address of the initial registered office of the corporation shall be: 901 Ponce De Leon Boulevard, Suite 304, Coral Gables, Florida 33134 and the name of the initial Registered Agent for the corporation at that address is: Jorge C. Borron, Esquire.

**SPECIAL PROVISIONS** The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this

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compliance.

#### **ARTICLE VI**

**TERM OF EXISTENCE** This corporation shall exist perpetually.

#### **ARTICLE VII**

**LIMITATION OF LIABILITY** Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### **ARTICLE VIII**

**SELF DEALING** No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation. This corporation shall have a minimum of 1 director.

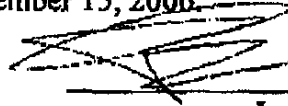
The initial Board of Directors shall consist of: Denise Infante, MD Aran Degenhardt, MD; Venancio Gonzalez, Esq.; and Francis Gonzalez

The initial officers shall be Denise Infante, MD President; Aran Degenhardt, MD Vice-President; Venancio Gonzalez, Esq. Treasurer; and Francis Gonzalez, Secretary.

#### ARTICLE IX

**INCORPORATOR** The name and address of the incorporator is Jorge C. Borron, Esquire, 901 Ponce De Leon Boulevard, Suite 304, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned Jorge C. Borron has hereunto set his hand and seal on this Friday, September 15, 2006.




Jorge C. Borron  
Incorporator

Miami-Dade County     )  
                                      )  
State of Florida         )

The foregoing instrument was acknowledged by me this Friday, September 15, 2006 by Jorge C. Borron who is personally known by me and who did not take an oath.



Ivette Collado  
Commission # DD443259  
Expires June 21, 2009  
United Fidelity Insurance, Inc. 800-428-7010

  
(SEAL) Notary Public State of Florida  
My Commission Expires:

**DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT** The following is submitted in compliance with the laws of Zenko, Inc., and the State of Florida with its principal office located at: has named Jorge C. Borron whose address is 901 Ponce De Leon Boulevard, Suite 304, Coral Gables, Florida 33134 as its Agent to accept service of process with in this State. **ACCEPTANCE:** I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of

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process at the above designated address) in some conspicuous place in the office as required by law.



Jorge C. Borron  
Registered Agent

Miami-Dade County     )  
                                      )  
State of Florida         )

The foregoing instrument was acknowledged by me this Friday, September 15, 2006 by Jorge C. Borron who is personally known by me and who did not take an oath.



Ivette Collado  
Commission # DD443259  
Expires June 21, 2009  
Notary Public - Florida, Inc. 800-285-7910

Ivette Collado  
(SEAL) Notary Public State of Florida  
My Commission Expires:

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