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☐ PICK-UP

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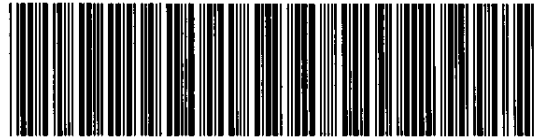
(Business Entity Name)

(Document Number)

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2007 MAY 25 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

07 MAY 25 AM 11:08

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

T. Hampton MAY 29 2007

**LAZARUS  
CORPORATE FILING SERVICE**

**3320 SW 87<sup>TH</sup> AVENUE**

**MIAMI, FL 33165 (305) 552-5973**

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. ABG PROFESSIONAL HEALTH  
(Corporation Name) (Document #)

2. SERVICES, INC.  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:06

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

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2007 MAY 25 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ABG PROFESSIONAL HEALTH SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles Of Incorporation.

ARTICLE I NAME

The name of this corporation shall be: ABG PROFESSIONAL HEALTH SERVICES, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business whatsoever.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issued FIVE HUNDRED (500) shares of ONE (\$1.00) DOLLAR par value common stock.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation and the principal office and mailing address, which are identical, is :8584 S.W. 8th STREET, MIAMI, FLORIDA 33144

The name of the initial registered agent of this corporation is :

JORGE BENITEZ

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation should have THREE (3) DIRECTORS initially. The number of directors may be either increased or diminished from time to time by the BY-LAWS but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
<u>CARMEN REYES</u>	<u>8584 S.W. 8th STREET</u> <u>MIAMI, FL 33144</u>	<u>PRESIDENT</u>
<u>JORGE BENITEZ</u>	<u>8584 S.W. 8th STREET</u> <u>MIAMI, FL 33144</u>	<u>VICE PRESIDENT</u>
<u>GISELLE GONZALEZ</u>	<u>8584 S.W. 8th STREET</u> <u>MIAMI, FL 33144</u>	<u>VICE PRESIDENT</u>

#### ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles is :

<u>JORGE BENITEZ</u>	<u>8584 S.W. 8th STREET</u>
	<u>MIAMI, FL 33144</u>

#### ARTICLE VIII BY-LAWS

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board Of Directors.

#### ARTICLE IX POWERS

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE X INDEMNITY**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation this 23rd day of MAY, 2007.

  
\_\_\_\_\_  
JORGE BENITEZ

TITLE: Vice President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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Pursuant to the provisions of section 607.0501, Florida Statutes,  
the undersigned corporation, organized under the laws of the state  
of Florida, submits the following statement in designating the  
registered office / registered agent, in the state of Florida.

1. The name of the corporation is: ABG PROFESSIONAL HEALTH SERVICES, INC.

2. The name and address of the registered agent and office is:

Name: JORGE BENITEZ

Address: 8584 S.W. 8th STREET, MIAMI, FLORIDA 33144

  
\_\_\_\_\_  
JORGE BENITEZ

TITLE: Vice President

DATE: MAY 23, 2007

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as registered agent and to accept service of  
process for the above stated corporation at place designated in  
this certificate, 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.

  
\_\_\_\_\_  
JORGE BENITEZ

DATE: MAY 23, 2007