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FLORIDA PROFIT/NON PROFIT CORPORATION

waldo acebo, m.d., p.a.

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ARTICLES OF INCORPORATION

OF

WALDO ACEBO, M.D., P.A.

The undersigned incorporator hereby forms the following corporation under Florida Professional service corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: Waldo Acebo, M.D., P.A.

ARTICLE II

PURPOSE

The general purpose for which this corporation is organized is to transact any and all lawful business as a medical doctor under the Laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue is 100 shares of common stock. Said shares shall be of a single class and shall have a par value of \$1.00.

ARTICLE IV

TERM OF EXISTENCE

This Corporation is to exist perpetually as permitted by the laws of the State of Florida.

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**ARTICLE V
REGISTERED AGENT AND OFFICE**

The Initial Registered Agent and the street address of the initial registered office of this corporation shall be:

**WALDO ACEBO, M.D.
5005 Collins Ave. #1117
Miami Beach, FL 33140**

**ARTICLE VI
DIRECTORS**

This corporation shall have one director (1) initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but number shall never be less than one (1). The name and street address of the initial director of the corporation is:

**WALDO ACEBO, M.D.
5005 Collins Ave. #1117
Miami Beach, FL 33140**

**ARTICLE VII
OFFICERS**

The names and addresses of each of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified and the statement of the number of shares of stock which each agrees to take is as follows:

**Waldo Acebo, M.D. President
5005 Collins Ave. #1117
Miami Beach, FL 33140**

**ARTICLE VIII
INCORPORATORS**

The name and street address of the incorporator is:

**WALDO ACEBO, M.D.
5005 Collins Ave. #1117
Miami Beach, FL 33140**

**ARTICLE IX
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his others.

**ARTICLE X
CUMULATIVE VOTING**

At each election for Directors, cumulative voting by Shareholders as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

**ARTICLE XI
THE ADDRESS OF THE CORPORATION:**

5005 Collins Ave. #1117
Miami Beach, FL 33140

**ARTICLE XII
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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign an written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 28 day of September, 2007.

By: Waldo Aoebo
Waldo Aoebo
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above- named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the keeping open said office.

By: Waldo Acebo
Waldo Acebo

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