

PO8000056257

(Requestor's Name)

**TAX-MACK USA, INC.**  
9820 N.W. 7th Avenue  
MIAMI, FLORIDA 33150  
(305) 696-6565 or 693-5195

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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AND  
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08 JUN -9 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 6/9/08

## CERTIFICATE OF INCORPORATION OF SPEECH PATHOLOGY WITH TLC INC.

For the purpose of forming a corporation for profit under the general incorporation Laws of the State of Florida, it is respectfully requested of the Secretary of State the approval Of such incorporation under the following Articles.

### ARTICLE I

The name of this corporation shall be **Speech Pathology With TLC Inc.** and it's principal place of business shall be at 10398 Fairway Height Blvd, Miami, FL 33157 with the right to change and move said principal place of business and establish such other offices and place of business within or without the State of Florida, as the Board of Directors may from time to time deem proper.

### ARTICLE II

The general purpose and nature of the business of this corporation is to engage in any Activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida except as may be restricted under these Articles and its By-laws.

### ARTICLE III

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non-assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

### ARTICLE IV

The amount of capital with which this corporation shall begin, shall be not less than five hundred (\$500.00).

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

**CERTIFICATE OF INCORPORATION OF SPEECH PATHOLOGY WITH TLC INC.**

**ARTICLE V**

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

**ARTICLE VI**

The initial address of the principal office of the corporation shall be:  
10398 Fairway Heights Blvd, Miami, Florida 33157.

**ARTICLE VII**

The number of Directors of said corporation shall be provided in the By-laws but in no event shall the number be neither less than one (1) nor more than five (5).

**ARTICLE VIII**

The names and post office address of the members of the First Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors are elected and qualified, unless otherwise by the By-laws:

**ARTICLE IX**

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furnishing security for its indebtedness or for any other purpose. The Directors, if the By-laws so provide, may hold their meetings within or without the State of Florida. The corporation may in it's By-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

**CERTIFICATION OF INCORPORATION OF SPEECH PATHOLOGY WITH TLC INC.**

ARTICLE X

Amendments and revisions, including alteration of any provision, of these Articles, and the by-laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statues.

BY-LAWS

The power to adopt, alter or repeal by laws shall be vested in the shareholders.

ARTICLE XI

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite name:

NAMES

Tiara Cottle, Pres. /Dir.

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless approved by the President of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement.

ARTICLE XII

Special Meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share presented at the meeting and entitled to vote on the subject matter shall be act of the shareholder.

**PAGE 4**

**CERTIFICATION OF INCORPORATION OF SPEECH PATHOLOGY WITH TLC INC.**

**RIGHT OF SHAREHOLDER TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on national securities exchange or held by not less than 2,000 shareholders.

**ARTICLE XV**

**SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

**ARTICLE XVI**

**MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the President of this Corporation.

**POWERS**

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

**ARTICLE XVII**

**MEETING BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by means of conference telephone as provided.

**CERTIFICATION OF INCORPORATION OF SPEECH PATHOLOGY WITH TLC INC.**

ARTICLE XVIII

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XIX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer, of Director, to full extent permitted by law.

ARTICLE XX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders are subject to this reservation.

ARTICLE XXI

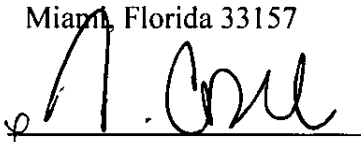
NOTICE

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or Hand-delivered to the Stockholders at the following address: 10398 Fairway Heights Blvd., Miami, FL 33157.

ARTICLE XXII

The name and address of the subscribers to these articles is:

Tiara Cottle  
10398 Fairway Heights Blvd.  
Miami, Florida 33157

  
Tiara Cottle, Pres.

CERTIFICATION OF INCORPORATION OF SPEECH PATHOLOGY WITH TLC INC.

ARTICLE XXIII

The Resident Agent of this Corporation is Tiara Cottle, 10398 Fairway Heights Blvd, Miami, 33157. I, Tiara Cottle am familiar with and accept the duties and responsibilities as registered agent for the said Corporation.

  
SIGNATURE - REGISTERED AGENT

We, the above name subscribers and Resident Agent hereunto set our hand and seal this 14<sup>th</sup> Day of MAY 2008.

STATE OF FLORIDA)

S.S

COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Tiara Cottle who is well known and known by me to be the same person who executed the above and on going instrument and acknowledged that they signed, sealed, and delivered the same as their free act deed as set forth therein.

WITNESS MY HAND AND OFFICIAL SEAL THIS 14 DAY OF MAY 2008.

  
NOTARY PUBLIC STATE OF FLORIDA

COMMISSION EXPIRES:

APPROVED  
AND  
FILED  
08 JUN -9 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA