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FLORIDA PROFIT/NON PROFIT CORPORATION
ELZA VASCONCELLOS, M.D., P.A.

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ARTICLES OF INCORPORATION

OF

ELZA VASCONCELLOS, M.D., P.A.

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ELZA VASCONCELLOS, M.D., the undersigned, hereby associate for the purpose of forming a professional corporation for profit under the provisions of Chapters 607 and 621 of the Florida Statutes, pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

ELZA VASCONCELLOS, M.D., P.A..

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to engage in all aspects of the practice of medicine. The professional services performed in connection with the corporation's practice of medicine may be rendered only through its officers and employees who are duly authorized and licensed to practice medicine in the State of Florida.

The corporation shall not engage in any business other than the practice of medicine. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own such real and personal property as may be necessary for the rendering of the professional services.

ARTICLE III

A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock having a par value of One Dollar (\$1.00) per share, all of which shall be of the same class. All stock issued shall be fully paid and non-assessable. Stockholders shall have pre-emptive rights with respect to the stock of the corporation, and the corporation may not issue or sell its common stock from time to time without first offering such shares to its existing stockholders.

B. The stock of this corporation may be issued, owed and registered only in the name of an individual or individuals who are duly authorized and licensed to engage in the practice of medicine in the State of Florida, and who are employees or officers of this corporation. In the event that a stockholder:

1. becomes disqualified to practice medicine in Florida; or
2. is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his/her continued rendering of the professional services to practice medicine; or

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3. sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person, ineligible by law, or by virtue of these Articles, to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the By-Laws of this corporation; or

4. suffers an execution to be levied upon his/her stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder;

then the stock of such Stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this professional corporation and the Stockholder or other person in possession of such stock shall be entitled only to receive payments for the value of such stock which, in the absence of By-Law provisions or written agreement between the professional corporation and its stockholders, or written agreement among its stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The Stockholder whose stock becomes so forfeited and is cancelled by the professional corporation shall forthwith cease to be a stockholder, and except to receive payment for his/her stock in accordance with the foregoing and any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in the professional corporation.

C. No stockholder of this professional corporation may sell or transfer any of his/her shares of stock in this professional corporation except to another individual who is then duly authorized and licensed to practice medicine in the State of Florida.

D. The professional corporation's Board of Directors is specifically authorized, from time to time, to adopt By-Laws, not inconsistent herewith, restraining the alienation of shares of stock of this professional corporation and providing for the purchase or redemption by the professional corporation of its shares of stock.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than One Hundred Dollars (\$100.00).

ARTICLE V

The professional corporation shall have perpetual existence.

ARTICLE VI

The principal office of this professional corporation shall be located in Miami-Dade County, Florida, and the address of said office shall be 3200 SW 60th Court, Suite 302, Miami, Florida 33155. The Board of Directors may at any time and from time to time, move the principal office of the professional corporation to another

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location in Miami-Dade County, Florida, and it may open additional offices in the State of Florida.

ARTICLE VII

The number of Directors of this professional corporation shall be no less than One (1), nor more than Three (3).

ARTICLE VIII

The name and post office address of each member of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation shall hold office for the first year of the professional corporation's existence and until a successor is duly elected and qualified, shall be as follows:

ELZA VASCONCELLOS, M.D.
3200 SW 60th Court, Suite 302
Miami, Florida 33155

ARTICLE IX

The subscribers to these Articles of Incorporation are the persons named in Article VIII above, and her post office address is as there indicated.

ARTICLE X

In furtherance of, and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the professional corporation:

1. Subject to all restrictions in these Articles and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation not expressly conferred upon or reserved to the Stockholders by Statute, by these Articles of Incorporation or Amendments thereto, or by the corporate By-Laws as constituted from time to time.

2. The professional corporation shall have such officers as may from time to time be required by the By-Laws, and such officers shall be elected and hold office in the manner, and for such periods of time, and shall have such powers and duties as may be prescribed in the By-Laws or as may be determined from time to time by the Board of Directors.

3. Any director and any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time with or without cause, in such manner as provided in the By-Laws.

4. A majority of the Board of Directors shall have exclusive power to make, alter and repeal the By-Laws of the professional corporation.

ARTICLE XI

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The professional corporation reserves the right to amend or repeal any provision of these Articles in the manner now or hereafter prescribed by law, and all rights conferred on stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, ELZA VASCONCELLOS, M.D., the subscribing incorporator, has signed and sealed these Articles for the purpose of forming this professional corporation under the laws of the State of Florida, and hereby acknowledge she will cause these Articles of Incorporation to be filed in the Office of the Secretary of State, State of Florida, and that the facts above are true to the best of the incorporators knowledge.

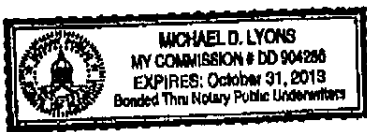
Dated this 28 day of January, 2010.


Elza Vasconcellos, M.D.

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared ELZA VASCONCELLOS, M.D., to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, or who provided a Florida Driver's License as identification, and acknowledged before me that she subscribed to said Articles as her voluntary act and deed, and that the facts set forth therein are true and correct.

WITNESS my hand and seal this 28 day of January, 2010.




NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

(SEAL)

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT ELZA VASCONCELLOS, M.D., P.A., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED ELZA VASCONCELLOS, M.D., LOCATED AT 3200 SW 60TH COURT, SUITE 302, MIAMI, FLORIDA 33155, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ELZA VASCONCELLOS, M.D., P.A.

By: 
ELZA VASCONCELLOS, M.D.

TITLE: PRESIDENT

DATE: JANUARY 28, 2010

FILED
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CLERK OF STATE
TREASURY, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNED 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.

By: 
ELZA VASCONCELLOS, M.D.

DATE: JANUARY 28, 2010

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