

P11000019104

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000048202 3)))



H110000482023ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN
Account Number : 076077001654
Phone : (813)273-4229
Fax Number : (813)273-4396

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
APNEA OPTIONS USA, P.A.**

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
2011 FEB 25 2011

FEB-24-2011 14:50

MACFARLANE FERGUSON

850-617-8381

2/24/2011 10:51:25 AM PAGE 1/001

727 442 8470
Fax Server

P.02



February 24, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MACFARLANE FERGUSON & MCMULLEN

SUBJECT: APNEA OPTIONS USA, P.A.
REF: W11000010932

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.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000048202
Letter Number: 411A00004657

See Article VII

ARTICLES OF INCORPORATION**OF****APNEA OPTIONS USA, P.A.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and duly licensed to render services as a dentist under the laws of the State of Florida, does hereby execute these Articles of Incorporation for the purpose of forming a corporation for profit under the Professional Services Corporation Act and other corporation laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: APNEA OPTIONS USA, P.A.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

1. To engage in every phase and aspect of rendering to the public the same professional services a dentist licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through its officers and parties and agents who are duly licensed to practice dentistry.

2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds and other types of investments and to own real estate and personal property necessary for the rendering of such professional services.

J. Paul Raymond, Esq. Florida Bar # 0169268
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756

2011 FEB 24 PM 4:41

FILED

H 11000048202 3

3. To do every thing necessary and proper for the accomplishment of any of the purposes or attainment of the objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefits of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objects of the corporation.

The paragraphs of this article too shall be construed as both objects and purposes of the corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time is 1,000 shares of common stock, each share having a par value of \$1.00 per share.

The common stock of the corporation may be issued as "small business corporation" stock in accordance with the provisions of Section 1244 of the Internal Revenue Code.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial registered office of this corporation shall be 625 Court Street, Suite 200, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation shall be J. Paul Raymond, Esq.

H 11000048202 3

The Board of Directors shall have the power to establish branch offices and to change the principal office of the corporation to any other address or addresses.

Meetings of the stockholders and directors of the corporation may be held at places within or without the State of Florida. No meeting need be held at the principal place of business for the corporation or at any other office or place of business of the corporation, but may be held at any place specified by the bylaws or by the Board of Directors or by any person or persons properly noticing or calling a meeting in accordance with the bylaws.

ARTICLE VI

The initial Board of Directors for the corporation shall consist of one (1) director. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders of the corporation but shall be never less than one (1). Directors need not be shareholders. Any director may be removed from office by majority of the stockholders for any cause deemed sufficient by such shareholders.

Directors and officers of the corporation elected by them in accordance with the bylaws, shall hold office for a period of one (1) year after their election, or until their successors are duly elected and qualified; but any director is subject to removal at any time by a majority vote of all outstanding shares of stock, with or without cause; and any officer is subject to removal at any time by a majority vote of the directors (not merely those present and voting) with or without cause.

H 11000048202 3

ARTICLE VII

The principal office address is: 3840 Tampa Road, Palm Harbor, FL 34684, and the name and address of the first member of the Board of Directors and officers who shall hold office for the first year of the existence of the corporation or until his successor is duly elected and qualified is:

Johnny Johnson, Jr., D.D.S. 3840 Tampa Road President/Director
Palm Harbor, FL 34684

ARTICLE VIII

The name and address of the subscriber of these Articles of Incorporation who is a dentist duly licensed under the laws of the State of Florida to render services as such and the number of shares of stock he agrees to take is:

Johnny Johnson, Jr., D.D.S. 3840 Tampa Road 100
Palm Harbor, FL 34684

ARTICLE IX

No contract or other transaction between this corporation and any other firm, association or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of this corporation are pecuniarily or otherwise interested in or are members, directors or officers of such other firm, association or corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a member, director or officer of such other firm, association or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this

H 11000048202 3

corporation which shall authorize any such contract or transaction with like force and effect as if he were not such member, director or officer of such other firm, association or corporation, or not so interested.

ARTICLE X

Share of this corporation's capital stock shall be issued only to individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as those for which the corporation was incorporated. No stockholder of this corporation shall enter into a voting trust agreement of any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his stock.

In the event the ownership of shares of this corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of the Professional Services Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors and all of the directors and all of the shareholders of the corporation shall have the power to amend these Articles so as to effect a change in the nature of business provided in Article II hereof, so that this corporation shall have the power to conduct business in accordance with applicable law; except that this corporation shall not conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, a mutual fire insurance association, cooperative association, state fair, or exposition; provided, however, all of the directors and all of the shareholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation therein set forth

H 11000048202 3

be made and the same written statement is filed in the office of the Secretary of State in accordance with applicable law.

ARTICLE XI

By shareholder's agreement or bylaws the corporation may restrict the transfer or encumbrance of any of its stock, including but not limited to, provisions for the transfer of stock owned by a *retiring, disabled or deceased shareholder* or any shareholder required to sever financial interest in this corporation. The corporation shall have the sole power to adopt, amend or repeal bylaws for the management of this corporation.

ARTICLE XII

Any shareholder, upon the sale, by the corporation, for cash, of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE XIII

Fifty-one percent (51%) of the shares entitled to vote, represented in person or in proxy, shall constitute a quorum at a meeting of shareholders.


If a quorum is present, the affirmative vote of fifty-on percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV

This corporation, for accounting purposes, shall be deemed to have commenced business on March 1, 2011.

H 11000048202 3

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation, this 23rd day of February, 2011, and have acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida.



J. Paul Raymond, Esq.
Attorney and Authorized Representative
for Alex Johnson, D.D.S.

H 11000048202 3

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.1507, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is:

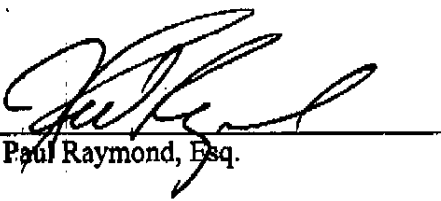
APNEA OPTIONS, USA, P.A.

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

J. Paul Raymond, Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, Florida 33756

Having been named as registered agent and to accept service of process for the above stated corporation at the 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.

Dated this 23rd day of February, 2011.


J. Paul Raymond, Esq.