

**A95000020144**

3/13/95

FLORIDA DIVISION OF CORPORATIONS

10:18 AM

PUBLIC ACCESS SYSTEM

((H95000002827))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890062-0000

TALLAHASSEE, FL 32399

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4000

PHONE: (305) 358-2571

FAX: (305) 358-7832

((H95000002827))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: JOSE M. DIAZ, D.D.S., P.A.

FAX AUDIT NUMBER: H95000002827

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/13/1995

TIME REQUESTED: 10:18:11

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000002827))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Menus <Ctrl R-Shift>

2400 7E1

VT100

Online

*[Handwritten signature]*  
3/13

*Spec. Perm.*  
~~H95-5521~~

RECEIVED  
SECRETARY  
TALLAHASSEE, FLORIDA  
MAR 13 1995  
CE:12

03-13-1995 10:15



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Northam  
Secretary of State

March 13, 1995

ACE INDUSTRIES, INC.

MIAMI, FL 33136

SUBJECT: JOHN W. DIXON, D.D.S., P.A.  
REF: W05000005521

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The specific nature of business of the professional association must be stated in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Foote  
Corporate Specialist

FAX Aud. #: W95000002827  
Letter Number: 895400011060

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95-02827

FILED  
55 MAR 13 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JOSE M. DIAZ, D.D.S., P.A.

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be:  
JOSE M. DIAZ, D.D.S., P.A.

ARTICLE II

DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

H95-02827  
ACE INDUSTRIES, INC.  
64 NW 11th Street  
Miami, FL 33136  
305-350-0571

H95-02827

**ARTICLE III****PURPOSE AND POWER**

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General law, Chapter 607, Florida Statutes.

Dentist.

**ARTICLE IV****CAPITAL STOCK AND DIVIDENDS**

The amount of capital stock authorized shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus for the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

H95-02827

H45-02827

**ARTICLE V****SHARES NOT TO BE DIVIDED INTO CLASSES**

The shares of capital stock of the Corporation are not be divided into classes.

**ARTICLE VI****NO SHARES ISSUED IN SERIES**

The shares of the capital stock of the Corporation are not to be issued in series.

**ARTICLES VII****VOTING RIGHTS**

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the Corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

**ARTICLE VIII****PRE-EMPTIVE RIGHTS**

Each shareholder shall have 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 pro rata share at the price at which it is offered to others.

HGFAD0077

H45-02827

**ARTICLE IX**  
**INITIAL CORPORATE ADDRESS AND**  
**INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation is 782 N.W. LE JEUNE ROAD SUITE 536, MIAMI, FLORIDA 33126. The street address of the initial registered office of this Corporation is 782 N.W. LE JEUNE ROAD SUITE 536, MIAMI, FLORIDA 33126 and the name of the initial registered Agent of this Corporation is JOSE M. DIAZ, D.D.S.

**ARTICLE X**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the Bylaws. The name and address of the initial Director of this Corporation is:

JOSE M. DIAZ, D.D.S.

1530 S.W. 119 COURT  
MIAMI, FLORIDA 33184

H45-02827

H95-02827

**ARTICLE XI  
OFFICERS**

The name and address of the Officers of the Corporation, who subject to the provisions of this certificate of incorporation and bylaws, and the general corporation laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
1. JOSE M. DIAZ, D.D.S.	PRESIDENT SECRETARY & TREASURER	1530 S.W. 119 COURT MIAMI, FLORIDA 33184

**ARTICLE XII  
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

1. JOSE M. DIAZ, D.D.S.	1530 S.W. 119 COURT MIAMI, FLORIDA 33184
-------------------------	---

H95-02827

H95-02827

**ARTICLE XIII**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

**ARTICLE XIV**  
**AMENDMENT**

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

**ARTICLE XV**  
**MEETINGS**

Meetings of the Incorporators, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

H05-02827



H95-02807

IN WITNESS WHEREOF, the above-named incorporators have executed these Article of Incorporation this 17th of February, 1985.

STATE OF FLORIDA)
COUNTY OF DADE )

BEFORE ME, the undersigned officer, this day personally appeared JOSE M. DIAZ, D.D.S., to me well known to be the person described herein who subscribed before me that they executed said Articles of Incorporation for the uses and purposes therein expressed.

Handwritten signature of Jose M. Diaz, D.D.S.
JOSE M. DIAZ, D.D.S.
Incorporator

H95-02807

H95-02827

DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTION 48.091 and 607.034 FLORIDA STATUTES, AS MAY BE AMENDED, THE FOLLOWING IS SUBMITTED.

That JOSE M. DIAZ, D.D.S., desiring to organize or qualify under the law of the State of Florida, as a Corporation by the name of JOSE M. DIAZ, D.D.S., P.A., with its principal office at 782 N.W. LE JEUNE ROAD SUITE 536, MIAMI, FLORIDA 33126 have named JOSE M. DIAZ OF 1930 S.W. 119 COURT, MIAMI, FLORIDA 33184, as its Registered Agent to accept Service of Process within the State of Florida.

Having been named to accept Service of Process for the above Corporation, at the place designated in its 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 performance of my duties.

*Jose M. Diaz*

JOSE M. DIAZ, D.D.S.  
Register Agent

FILED  
95 MAR 13 PM 1:51  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

H9502827