

# P95000027460

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
5-31-95

100001447664  
-04/05/95--01023--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: ARELIS FARINAS, P.A.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**Additional Copy Required**

FROM:

ARELIS FARINAS

Name (printed or typed)

12206 EASTCOVE DRIVE

Address

ORLANDO, FLORIDA 32826

City, State & Zip

(407) 658-1684

Daytime Telephone number

FILED  
95 APR -3 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

REGISTER APR 6 1995

**NOTE: Please provide the original and one copy of the articles.**

EFFECTIVE DATE  
2/1/85

**ARTICLES OF INCORPORATION  
OF  
ARELIS FARINAS, P.A.**

FILED  
95 APR -3 PM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a dentist duly licensed to render professional services in the state of Florida, for the purpose of forming a professional corporation under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I  
NAME AND PLACE OF BUSINESS**

The name of the corporation shall be: ARELIS FARINAS, P.A. with it's principal place of business at 12206 Eastcove Drive, Orlando, Florida 32826.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III  
PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to the public through this corporation's officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to practice dentistry, the same professional services that a dentist duly licensed under the laws of the State of Florida is authorized to render, provided, however, nothing in the Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such professional services.

**ARTICLE IV  
CAPITAL STOCK**

(a) Authorized Capital. The authorized capital stock of this corporation shall consist of 100,000 shares of common stock having a par value of \$.01 per share.

(b) Limitation on Issuance. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice dentistry in the State of Florida.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1425 SR 434, Suite 109, Longwood, Florida, 32750, and the name of the initial registered agent of this corporation at that address is Bob A. Varma.

**ARTICLE VI  
DIRECTORS**

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Arelis Farinas	12206 Eastcove Drive Orlando, FL 32826

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve this corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE VII  
RESTRAINT OF ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

**ARTICLE VIII  
BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX  
INCORPORATOR**

The street address of the incorporator of this corporation is 12206 Eastcove Drive, Orlando, Florida, 32826, and the name of the incorporator of this corporation is Arelis Farinas.

**ARTICLE X  
AMENDMENT**

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

The undersigned has executed these Articles of Incorporation this  
31 day of March 1995

  
Arelis Farinas

\_\_\_\_\_  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

ARELIS FARINAS, P.A.

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

BOB A. VARMA  
1425 SR 434 SUITE 109  
LONGWOOD, FL 32750

Signature: *Arneli Farinas, P.A.*

Title: *President*

Date: 03/29/95

FILED  
95 APR -3 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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.

Signature: *Bob Varma*

Date: 03/29/95

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me on this 31<sup>st</sup>  
day of NOVEMBER, 1995, by Arelis Farinas, who is either  
personally known to me or produced the identification described  
below and who did not take an oath.

(SEAL)



DEBORAH A. PADILLA  
My Comm Exp. 6/08/96  
Bonded By Service Ins  
No. CC206985

||  
Printed Name

Deborah A. Padilla

Print: Deborah A. Padilla  
Commission No. CC 206985  
My Commission expires 6/8/96  
County of: Seminole  
State of: FLORIDA

Type of Identification

F652-000-66-716-0 FL DL