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DANIEL S. CARUSI

**P 9600036535**

FILED  
96 APR 23 AM 9:03  
TALLAHASSEE, FLORIDA

April 19, 1996

VIA FEDERAL EXPRESS

THE SECRETARY OF STATE  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

200001791192  
-04/23/96--01149--008  
\*\*\*\*122.50 \*\*\*\*122.50

RE: **Maria Mescua, D.D.S., Inc.**  
**A proposed Florida corporation**

Dear Sir:

Enclosed is the original and one (1) copy of the Articles of Incorporation for: Maria Mescua, D.D.S., Inc.

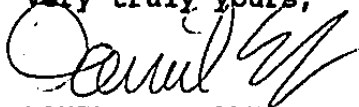
Also enclosed is the original and one (1) copy of the Certificate Designating Resident Agent for said corporation.

Please find enclosed our check payable to THE SECRETARY OF STATE in the amount of \$122.50, for filing fees.

Please return the certified copy of the Articles of Incorporation to the above address. Enclosed is a stamped return envelope for your convenience.

Thank you for your prompt attention.

Very truly yours,



DANIEL S. CARUSI

DSC/cl

Enclosures

R CHESER APR 29 1996

**ARTICLES OF INCORPORATION**

**OF**

**MARIA MEZCUA, D.D.S., P.A.**

FILED  
96 APR 23 AM 9:09  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice dentistry under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I**

The name of the professional service corporation is: MARIA MEZCUA, D.D.S., P.A.

**ARTICLE II**

**NATURE OF BUSINESS**

The professional service corporation is formed to engage in every phase and aspect of the practice of dentistry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock with a nominal or par value that this corporation is authorized to have outstanding at anytime, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value or nominal value as follows: FIVE HUNDRED (500) One Dollar (\$1.00) par value shares. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This professional service professional service corporation shall have perpetual existence.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial principal office of this professional service corporation is to be located at:

100 NW 172 Avenue, T-3  
Pembroke Pines, FL 33029

ARTICLE VI

DIRECTORS

The number of directors of this professional service corporation shall be one (1) initially, but may be increased according to the by-laws adopted by the shareholders.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the by-laws of the State of Florida, shall hold office for the first year of this professional service corporation's existence or until her successors are elected and have qualified, are as follows:

Maria Mezcuca, D.D.S.	- President/Director
100 NW 172 Ave., T-3	Secretary/Treasurer
Pembroke Pines, FL 33029	

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the by-laws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any

of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitation on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the by-laws adopted by the shareholders.

#### ARTICLE X

#### INCORPORATORS

The name and address of the Incorporator of the professional service corporation is:

Maria Mezcuca, D.D.S.  
100 NW 172 Avenue, T-3  
Pembroke Pines, FL 33029


ARTICLE XI

RESIDENT AGENT

The Resident Agent upon whom service of process is to be made is:

Daniel S. Carusi, Esq.  
517 SW First Avenue  
Ft. Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation at 517 Southwest First Avenue, Ft. Lauderdale, Florida 33301, for the use and purpose aforesaid.

  
MARIA MEZCUCA, D.D.S.  
Incorporator

CERTIFICATE OF DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING  
AGENT UPON WHOM SERVICE MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First that: MARIA MEZCUA, D.D.S., P.A. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pembroke Pines, County of Broward, State of Florida, has named:

DANIEL S. CARUSI, ESQ.  
517 SW First Avenue  
Ft. Lauderdale, FL 33301

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TALLAHASSEE FLORIDA

County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated professional service corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



DANIEL S. CARUSI, ESQ.  
Resident Agent

DATED this 15 day of April, 1996.