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96 MAY 24 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOMINIQUE LEROY, P.A.

The undersigned, acting as incorporator of Dominique Leroy, P.A. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Dominique Leroy, P.A.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on May 24, 1996.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 169 E. Flagler Street, Suite 1428, Miami, Florida 33131.

ARTICLE IV. DURATION

The corporation will exist perpetually.

ARTICLE V. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the corporation is organized are as follows:

(a) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 169 E. Flagler Street, Suite 1428, Miami, Florida 33131, and the name of the corporation's initial registered agent at the address is Dominique Leroy.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than two (2). The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Dominique Leroy, Chairman and Chief Executive Officer	Alfred I. Dupont Building 169 E. Flagler Street Suite 1428 Miami, Florida 33131

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The names and street addresses of the original shareholder is:

<u>Name</u>	<u>Shares</u>	<u>Address</u>
Dominique Leroy	100 Class A	Alfred I. Dupont Building 169 E. Flagler Street Suite 1428 Miami, Florida 33131

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dominique Leroy, Chairman and Chief Executive Officer	Alfred I. Dupont Building 169 E. Flagler Street Suite 1428 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this

corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholder, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII. BYLAWS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17 day of May, 1996.


DOMINIQUE LEROY

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of May, 1996, by Dominique Leroy, who is personally known to me to be the person who executed said document.


DISNEY D THOMPSON
My Commission CC506023
Expires Oct. 26, 1999

Notary Public
State of Florida at Large

(Affix notarial seal)

My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Dominique Leroy, P.A.
in the foregoing Articles of Incorporation, I, on behalf of
Dominique Leroy, P.A., a Florida corporation, hereby agree
to accept service of process for said Corporation and to comply
with any and all Statutes relative to the complete and proper
performance of the duties of registered agent.

REGISTERED AGENT

By: 

DOMINIQUE LEROY

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TALLAHASSEE, FLORIDA