

P96000069859

ATTORNEY AT LAW

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CHARLES IAN NARD †  
VINCENT C. TOMPY, JR. †  
GREGORY S. HANANN †  
RICHARD B. TOMPY †  
J. PATRICK ANDERSON †  
LAURA L. ANDERSON †  
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- † BOARD CERTIFIED IN TAXATION
- BOARD CERTIFIED IN WILL, TRUSTS & ESTATES
- ♦ BOARD CERTIFIED IN CIVIL TRIAL LAW
- ◊ BOARD CERTIFIED IN REAL ESTATE LAW

FILED  
25 AUG 19 23 9 41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 15, 1996

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

Re: *Teresa K. Zlarnik, DMD, MS, P.A.*

800001926568  
-08/20/96--01096--013  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

Enclosed find an original plus one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 representing the filing fee. I would appreciate receiving a certified copy of the Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,



Gary B. Frese

GBF/kw  
Enclosures as stated

re AUG 22 1996

**ARTICLES OF INCORPORATION  
OF  
TERESA K. ZIARNIK, DMD, MS, P.A.**

**FILED**  
96 AUG 19 11 39 41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a professional service corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is **TERESA K. ZIARNIK, DMD, MS, P.A.**

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to provide dental services to the public and engage in any business lawful under the laws of the State of Florida or the United States.

**ARTICLE IV**

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$1.00 par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

**ARTICLE V**

No person shall own or have any interest in any shares of this Corporation unless he or she is duly licensed to provide legal services in the State of Florida.

#### ARTICLE VI

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

#### ARTICLE VII

The initial street address of the principal place of business of the Corporation is 6510 N.W. 33rd Street, Gainesville, Florida, 32653. The initial address in Florida of the initial registered office of this Corporation is 930 South Harbor City Boulevard, Suite 505, Melbourne, Florida, 32901, and the name of the initial registered agent of this Corporation at that address is Gary B. Freese.

#### ARTICLE VIII

The initial Board of Directors shall consist of one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, is as follows:

Teresa K. Ziarnik  
6510 N.W. 33rd Street  
Gainesville, FL 32653

#### ARTICLE IX

The Shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of Directors to be elected multiplied by the number of shares to distribute them among as many candidates as he or she may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the Shareholders' meeting for the election of Directors that said Shareholder intends to accumulate his or her vote at the election.

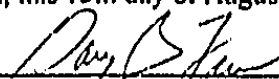
**ARTICLE X**

The name and address of the initial incorporator is as follows: Gary B. Frese, 930 South Harbor City Boulevard, Suite 505, Melbourne, FL 32901.


**ARTICLE XI**

The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Shareholders' meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 15th day of August, 1996.

  
\_\_\_\_\_  
Gary B. Frese

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

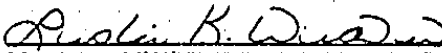
  
\_\_\_\_\_  
Gary B. Frese  
Registered Agent

FILED  
96 AUG 19 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Gary B. Frese to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 15th day of August, 1996.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

 Leslie K. Weaver  
MY COMMISSION # CC550544 EXPIRES  
August 9, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

P 96000069860

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 N.W. 87 AVENUE SUITE 10

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

FILED  
AUG 21 1996  
TALLAHASSEE, FLORIDA  
\*\*\*122.50 \*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. CVE INTERNATIONAL CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in

Pick up time 9:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

FILED  
 AUG 21 AM 9:39  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUADRIPLICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
 96 AUG 21 AM 11:32  
 DIVISION OF CORPORATION

FILED

96 AUG 21 AM 9:38

**ARTICLES OF INCORPORATION**  
**OF**  
**C V E INTERNATIONAL CORP**

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do 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: **C V E INTERNATIONAL CORP**

**ARTICLE II**  
**DURATION**

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

**ARTICLE III**  
**PURPOSE AND POWERS**

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

**ARTICLE IV**  
**CAPITAL STOCK**

The amount of Capital Stock authorized shall consist of: **FIVE HUNDRED ( 500 )** 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 and the Shareholders of this corporation.

**ARTICLE V**  
**INITIAL CAPITAL**

The amount of the capital with which the corporation shall begin business is no less than: **FIVE HUNDRED ( \$ 500.00 )**

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

The initial street address of the corporation is :  
25 S.E. 2ND AVE STE. 310, MIAMI, FL. 33131.

The Street address of the initial registered office  
of this corporation is: 25 S.E. 2ND AVE STE. 310, MIAMI, FL.  
33131.

The name of the initial Registered Agent of this  
corporation at that address is: RICARDO J. ANSALDI.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have TWO ( 2 ) Directors  
initially. The number of Directors may be either increased or  
decreased from time to time by action in accordance with the  
provisions of the By-Laws.

The name and address of the initial Directors of this  
corporation are : RICARDO J. ANSALDI, 25 S.E. 2ND AVE STE.  
310, MIAMI, FL. 33131 and KENNETH SENN, 2225 TRAP AVE., MIAMI,  
FL. 33133.

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator of this  
corporation is: RICARDO J. ANSALDI, 25 S.E. 2ND AVE STE. 310,  
MIAMI, FL. 33131.

**ARTICLE IX  
INDEMNIFICATION**

Every person now or hereafter serving as director,  
officer or employee of the Corporation shall be indemnified  
and held harmless by the Corporation from and against any and  
all loss, cost, liability and expense that may be imposed upon  
or incurred by him in connection with or resulting from any  
claim, action, suit or proceeding, in which he may become  
involved as a party or otherwise, by reason of his being or  
having been a director, officer or employee of the  
Corporation, whether or not he continues to be such at the  
time such loss, cost, liability or expense shall have been  
imposed or incurred, except with regard to matters as to which  
any director, officer or employee shall be adjudged in any  
claim, action, suit or proceeding to be liable for his own  
gross negligence or willful misconduct in the performance of  
duty.

**ARTICLE X  
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 these reservations.

**IN WITNESS WHEREOF**, the above named incorporator subscribed his name this **AUGUST 20TH 1996**.



**RICARDO J. ANSALDI**



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted: **C V E INTERNATIONAL CORP**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in **MIAMI**, State of Florida, has named: **RICARDO J. ANSALDI**, whose address is: **25 S.E. 2ND AVE STE. 310, MIAMI, FL. 33131**, Agent to accept service of process within Florida.

Having been named as Register Agent to accept services 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.



**RICARDO J. ANSALDI**

Date : **AUGUST 20TH 1996**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 AUG 21 AM 9:38

FILED