

P96000085140

TRANSMITTAL LETTER

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

SUBJECT: MARILYN B. CARCAS, P.A.
(Proposed corporate name - must include suffix)

700001973407--1
-10/15/96--01020--016
*****78.75 *****78.75

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: ADOLFO E. IGLESIAS
Name (printed or typed)

12010 SOUTHWEST 97th STREET
Address

MIAMI, FL 33186-2606
City, State & Zip

305 275-0104
Daytime Telephone number

DMC
10/15/96

96 OCT 14 AM 11:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

96 OCT 14 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), competent and licensed to-practice MENTAL HEALTH COUNSELING in the State of Florida, acting hereby as Incorporator(s) for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Professional Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Status, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

MARILYN B. CARCAS, P.A.

ARTICLE II - NATURE OF BUSINESS

The general nature and purposes of business to be transacted , promoted and carried on by the Corporation are as follow:

1. To engage in every aspect in the practice of MENTAL HEALTH COUNSELING, and all its fields of specializations, as are engaged in by LICENSED MENTAL HEALTH COUNSELORS.
2. To engage and render professional services involved only through its officers, agents and employees who shall be LICENSED MENTAL HEALTH COUNSELORS in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation.
3. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
4. To engage in no other business other than the rendition of the professional services specified herein.
5. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the lays of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

**LEJEUNE CENTER
782 N.W. 42ND AVE.
SUITE 636
MIAMI, FLORIDA 33126**

ARTICLE IV - CAPITAL STOCK

1. The number of shares of common stock that this Corporation is authorized to have outstanding at any one time is: **One Hundred (100)**
2. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
3. Shares of the Corporation's common stock and certificates shall be issued only to **LICENSED MENTAL HEALTH COUNSELORS** in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to Florida law.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of this Corporation is :

**ADOLFO E. IGLESIAS
12010 S.W. 9TH STREET
MIAMI, FLORIDA 33186**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of one (1) director initially. The number of directors may be either increased or decreased from time to time by a resolution of the majority of the Stockholders, but shall never be less than one (1). The names and addresses of the initial Board of Director(s) of the Corporation are/is as follow:

**MARILYN B. CARCAS
11588 S.W. 91 TERRACE
MIAMI, FLORIDA 33176**

ARTICLE VIII - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings and profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon disqualification of any shareholder, purchase such shareholder's share and pay him/her all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE X - INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting at the Board of Directors.

ARTICLE XI - INDEMNIFICATION

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XIII - BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

ARTICLE XIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MARILYN B. CARCAS
11588 S.W. 91 TERRACE
MIAMI, FLORIDA 33176

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 11 day of OCTOBER, 1996

Incorporator:

Marilyn B. Carcas

MARILYN B. CARCAS

FILED

96 OCT 14 AM 11:35

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statute, 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: **MARILYN B. CARCAS, P.A.**
2. The name and address of the registered agent and office is:

**ADOLFO E. IGLESIAS
12010 S.W. 97TH STREET
MIAMI, FLORIDA 33186**

ACCEPTANCE

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 AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: *Adolfo E. Iglesias*

Date: OCTOBER 10, 1996