

# P96000085859

Sunstate Research  
Requestor's Name  
PO Box 11271  
Address  
Tall FL  
City/State/Zip  
Phone #

10/17/96 10:20:00  
\*\*\*122.50 \*\*\*122.50

Office Use Only

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

1. Cathguide Corporation.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
95 OCT 17 PM 1:25  
DIVISION OF STATE  
CORPORATION  
TALLAHASSEE, FLORIDA

☒ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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

RECEIVED  
95 OCT 17 AM 10:47  
DIVISION OF CORPORATION

## TIEW &amp; BEASLEY, L.L.P.

Miami Center - Suite 1300  
201 S. Wynona Boulevard  
Miami, Florida 33131  
Telephone: (305) 536-1112  
Facsimile: (305) 536-1110

## Facsimile Cover Sheet

Date:

10/17/96

Sent To:

Neyssa - Corporate Filing

Firm:

DIVISION OF CORPORATIONS

Fax No.:

(904) 487-6013

Confirmation No.:

\_\_\_\_\_

Total Pages Including Cover Sheet: \_\_\_\_\_

In the event that you have not received this facsimile in its entirety, please contact the Tew & Beasley  
Fax Room at (305) 536-8484

Sender:

Sara Stein(305) 536-2467

Comments:

This goes with articles of inc  
brought for filing by Tom of  
Sun State Research

The information contained in this facsimile is personal and confidential and is intended only for the person or persons named above. This message and the information contained in this facsimile are an attorney-client communication and are therefore subject to the attorney-client privilege. If the reader of this message is not the recipient named above or an authorized agent of such recipient responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error, and that any review, dissemination, distribution, or copying of this message are strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us by mail. Thank you.

File Name:

ID No:

30537.002

10-17-'96 11:47

IDITEW & BENSLEY

FAX:13055361116

PAGE 2

001-15-76 01150 PM

P.02



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 22, 1996

FRANK J. AVELLANEY  
11024 S.W. 77 COURT CIRCLE  
MIAMI, FL 33156

The name CATHGUIDE CORPORATION has been reserved for 120 days beginning August 22, 1996. The reservation number is A90000004026 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (804) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 096A00039987

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 82814

ARTICLES OF INCORPORATION  
OF  
CATHGUIDE CORPORATION

FILED  
95 OCT 17 PM 1:25  
STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I  
NAME and PRINCIPAL OFFICE

The name of this corporation shall be Cathguide Corporation and the principal place of business and mailing address of this corporation shall be:

11024 S.W. 77th Court Circle  
Miami, Florida 33156

ARTICLE II  
PURPOSE

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

ARTICLE III  
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000,000	\$ .001 Par Value	Common

Upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, every shareholder of this corporation shall have the preemptive right to purchase a pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 201 S. Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Mark F. Raymond, Esq.

ARTICLE V  
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Arlene Kirwan Avellanet President, Secretary, Treasurer	11024 S.W. 77th Ct. Cir. Miami, FL 33156
Michael Buchenhorner, Esq. Director	4801 Alhambra Circle Coral Gables, FL 33146
Jose L. Marquez, M.D. Director	1547 Alegriano Coral Gables, FL 33140
Brandon Kallman, M.D. Director	5005 Collins Avenue Suite 1508 Miami Beach, FL 33140

ARTICLE VI  
INCORPORATOR

The name and address of the Incorporator is Mark F. Raymond, Esq., 201 South Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336.

ARTICLE VII  
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the

directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

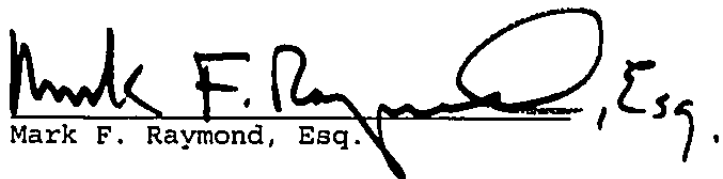
ARTICLE VIII  
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX  
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 18th day of October 1996.

  
Mark F. Raymond, Esq.

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

In compliance with the laws of the State of Florida, the following is submitted: Cathguide Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 11024 S.W. 77th Court Circle, Miami, Florida 33156 has named Mark F. Raymond, Esq., 201 S. Biscayne Boulevard, Suite 2600, Miami, Florida 33131-4336, County of Dade, State of Florida, as its statutory Resident Agent to accept service of process within Florida.

**ACKNOWLEDGMENT**

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
Mark F. Raymond, Esq., Registered Agent

DATED: this 16<sup>th</sup> day of October, 1996

96 OCT 17 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED