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P96000096396



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 168111 4337904

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pyjunt

ORDER DATE : November 26, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 168111-005

400002014434--7

CUSTOMER NO: 4337904

CUSTOMER: Peter M. Lopez, Esq
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: FREDDY VALLEJO, D.D.S., P.A.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

KR
11-26-96

FILED
96 NOV 26 11:04
96 NOV 26 AM 11:31
RECEIVED

ARTICLES OF INCORPORATION

OF

**Freddy Vallejo, D.D.S., P.A.,
a Florida Professional Association**

The undersigned natural person, competent and licensed to practice in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: Freddy A. Vallejo, D.D.S., P.A., a Florida Professional Association.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The specific nature of the business to be transacted by this Corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice therein.

The Corporation may also engage in or transact any or all activity of business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1000 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

None of the shares of this Corporation may be issued to anyone other than an individual in good standing and duly licensed to practice dentistry in the State of Florida.

**ARTICLE IV
EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE V
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

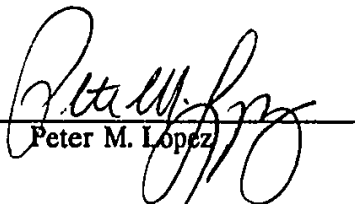
INITIAL REGISTERED AGENT: PETER M. LOPEZ, ESQ.

INITIAL REGISTERED OFFICE: Therrel Baisden & Meyer Weiss
1111 Lincoln Road Mall, Suite 500
Miami Beach, Florida 33139

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

THERREL BAISDEN & MEYER WEISS

By: 
Peter M. Lopez

**ARTICLE VI
DIRECTORS**

The Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time, by a resolution of the majority of the Stockholders, but shall never be less than one (1). If required by the ethics of the profession, Directors shall be required to possess the same professional qualifications as Stockholders are required to possess. The names and addresses of the members of the first Board of Directors are:

**Freddy A. Vallejo, D.D.S.
5825 Collins Avenue, #15-E
Miami Beach, Florida 33140**

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is as follows:

**Freddy A Vallejo, D.D.S.
5825 Collins Avenue, #15-E
Miami Beach, Florida 33140**

**ARTICLE VIII
PRINCIPAL OFFICE**

The principal office of the corporation is:

**5825 Collins Avenue, #15-E
Miami Beach, Florida 33140**

**ARTICLE IX
MAILING ADDRESS**

The mailing address of the corporation is:

**c/o Peter M. Lopez, Esq.
1111 Lincoln Road Mall, Suite 500
Miami Beach, Florida 33139**

**ARTICLE X
VOTING TRUSTS**

No Stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE XI
REMOVAL OF DIRECTOR**

Any Director of this Corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

**ARTICLE XII
RESTRAINT ON ALIENATION OF SHARES**

The Stockholders of this Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this Corporation. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the Stockholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Stockholder of this Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Stockholder of his Corporation. If any Stockholder becomes legally disqualified to practice in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such Stockholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the Stockholders.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XIV
POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporate Act.

**ARTICLE XV
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 a though it had been authorized at a meeting of the Board of Directors.

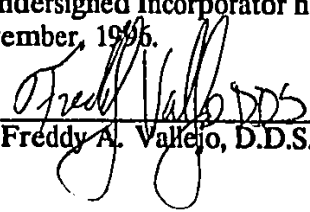
**ARTICLE XVI
BYLAW AMENDMENT**

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

**ARTICLE XVII
AMENDMENT TO ARTICLES OF INCORPORATION**

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 Stockholders 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 intentions that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned Incorporator have executed these Articles of Incorporation this 25 day of November, 1995.




Freddy A. Vallejo, D.D.S., Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, an Officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Freddy A. Vallejo, D.D.S., to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purpose therein expressed.

Witness my hand and official seal in Dade, in the County and State aforesaid, this 25th day of November, 1996.


Notary Public, State of Florida
at Large

My Commission Expires:



Forms\Vallejo.inc

NOV 25 1996
11:04
FJ/ED