

DIVISION OF CORPORATIONS Ό:

ROM: EMPIRE CORPORATE KIT COMPANY

CONTACT: RAY STORMONT

PHONE: (305)541-3694

IAME: RAFAEL DENTAL LAB, INC.

AUDIT NUMBER..... H96000017575

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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### ARTICLES OF INCORPORATION OF

#### RAFAEL DENTAL LAB, INC.

#### ARTICLE I - NAME

The name of this Corporation is RAFAEL DENTAL LAB, INC.

# ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

# ARTICLE III - PURPOSE

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

# ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is <u>JUAN CARLOS</u> <u>FERRER</u>. <u>ESQ</u>, and the street address of the initial registered office of this Corporation is <u>338 Minorca Avenue</u>, <u>Coral Gables</u>, Fl. <u>33134</u>.

THIS INSTRUMENT PREPARED BY:
JUAN CARLOS FERRER, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
338 MINORCA AVENUE
CORAL GABLES, PLORIDA 33134
TELEPHONE (305) 448-0300
FLORIDA BAR #054897

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#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Rafael G. Quintero

C/O 338 Minorca Avenue Coral Gables, Fl. 33134

#### **ARTICLE VII - LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

#### ARTICLE VIII - INDEMNIFICATION

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

# ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE X - INCORPORATOR

The person signing these articles is <u>JUAN CARLOS FERRER</u> and his street address is <u>338 Minorca Avenue</u>, <u>Corel Gables</u>, Fl. 33134.

#### ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 12141 NW 7 Street, North Miami, Fl. 33168, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

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# PAGE THREE OF ARTICLES OF INCORPORATION OF RAFAEL DENTAL LAB, INC.

# ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16th day of December, 1996.

JUAN CARLOS FERRER

STATE OF FLORIDA

COUNTY OF DADE

\$3.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared JUAN CARLOS FERRER, known to me and known by me to be the person(s), who, as incorporator(s), executed the foregoing Articles of incorporation of RAFAEL DENTAL LAB, INC. and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of December, 1996.

CC472681

BY COMMISSION MARKET

CC472681

BY COMMISSION EXPIRES

JUNE 15,1990

NOTARY PUBLIC, State of Florida

Printed Name of Notary Public
My Commission Expires:

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# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act.

First, that <u>RAFAEL DENTAL LAB. INC.</u>, a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named <u>JUAN CARLOS FERRER</u>, located at <u>338 Minorca Avenue</u>, <u>Coral Gabies</u>, <u>Fl. 33134</u>, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this December 16, 1996.

NOTARY CERTIFICATION

I HEREBY CERTIFY that the foregoing instrument was acknowledged by JUAN CARLOS FERRER before me on this December 16, 1996, who is personally known to me [ ] or who produced identification [ ] and who did take an oath.

Witness my hand and seal in the County & State aforementioned.

NOTARY PUBLIC, State of Florida

Printed Name of Notary Public My Commission Expires:

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