

P97000081523

Bandidos Corporation  
C/O Francis J. Trullenque  
6450 Collins Avenue, #806  
Miami Beach, Florida 33141

Date: 9/15/97

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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In Re: *Incorporation of Bandidos Corporation*

Dear Gentlemen:

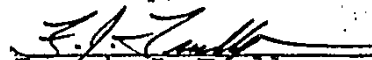
Please find enclosed the original Articles of Incorporation together with the Resident Agent Designation and appropriate filing fees.

Upon filing, please forward the certificate and recorded Articles to:

Bandidos Corporation  
c/o Francis J. Trullenque  
6450 Collins Avenue, #806  
Miami Beach, Florida 33141

Thank you for your time and cooperation and I look forward to your response. In the event you should have any questions regarding this letter or any other matter please do not hesitate to contact me at the above styled address.

Sincerely,

  
Francis J. Trullenque  
Bandidos Corporation

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97 SEP 18 PM 1:53  
TALLAHASSEE, FLA

  
9/18/97

ARTICLES OF INCORPORATION  
OF  
Bandidos Corporation

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97 SEP 18 PM 1:52  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE  
NAME

The name of the corporation is:  
Bandidos Corporation

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which

corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

- 1.) To engage in the business of developing products or services of any kind for, but not limited to sale through retail, Direct Response television, Radio, print, World Wide Web or other means.
- 2.) To engage in the development of promotions, marketing media, advertising or any and all other related methods of sale and promotions.
- 3.) To engage in joint ventures with other companies, persons, corporations or entities to further develop, promote, sell any products or services.
- 4.) To engage in the business of advertising, marketing and promotions and public relations including but not limited to to the following:
- 5.) To engage in the business of Video, audio, print and Film Production related or non related to advertising, marketing, promotions, and public relations.
- 6.) To engage in the business of Sales and rental of Video, audio and Film equipment.
- 7.) To engage in the business of wholesale and retail sales of any kind;
- 8.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 9.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;

- 10.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;
- 11.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;
- 12.) Furthermore, the corporation may take lease, Purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;
- 13.) To engage in the business of a retail and/or wholesale membership club and/or engage in the conduct of any and all types of club related endeavors and/or ventures within and without the United States including but not limited to social and/or country clubs, merchandising clubs and gym and/or health related clubs;
- 14.) To engage and/or carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;
- 15.) And to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

. . .

**ARTICLE FOUR**  
**CAPITAL STOCK**

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000.00) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

**ARTICLE FIVE**  
**REGISTERED AGENT AND CORPORATE OFFICE**

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

Francis J. Trullenque  
5620 Alton Road  
Miami Beach, Florida 33140

The corporate address and/or corporate headquarters shall be located at:

940 Lincoln Road, Suite 208  
Miami Beach, Florida 33139

**ARTICLE SIX**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) director initially. The name and address of the initial directors of the corporation are:

Armando Carlos Colosimo, President (50%)  
300 South Pointe Drive #605  
Miami Beach, Florida 33139

Francis J. Trullenque, Vice President (50%)  
5620 Alton Road  
Miami Beach, Florida 33140

. . .

**ARTICLE SEVEN**  
**INCORPORATORS**

The initial incorporators are as follows:

Armando Carlos Colosimo, President (50%)  
300 South Pointe Drive #605  
Miami Beach, Florida 33139

Francis J. Trullenque, Vice President (50%)  
5620 Alton Road  
Miami Beach, Florida 33140

**ARTICLE EIGHT**  
**BY-LAWS**

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

**ARTICLE NINE**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this \_\_\_\_ day of \_\_\_\_\_, nineteen hundred and ninety-seven (1997).

.....

Armando Carlos Colosimo, President

Francis J. Trullenque (Vice President)

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE       )     S.S.  
                              )

BEFORE ME, a Notary Public authorized to take  
acknowledgments in the State of Florida, County of Dade,  
and City of Miami Beach, personally appeared :

Armando Carlos Colosimo, President

Francis J. Trullenque (Vice President)

and known to me and known by me to be the persons who  
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 15 day of Sept., nineteen hundred and ninety-seven  
(1997).

My commission expires:

Leonardo D. Lainez  
Notary Public, State of  
Florida

OFFICIAL NOTARY SEAL LEONARDO D LAINEZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC643014 MY COMMISSION EXP. APR. 28, 2001
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.....

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

\_\_\_\_\_

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

FIRST--That Bandidos Corporation  
\_\_\_\_\_ is qualified to do business under the laws of the State of  
Florida with its principal office at 940 Lincoln Road, Suite  
208, Miami Beach, Florida 33139, County of Dade, State of  
Florida, and as appointed Francis J. Trullenque, 5620  
Alton Road, Miami Beach, Florida 33140, County of Dade, State  
of Florida, as its agent to accept Service of Process within  
this State.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity and  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY: Francis J. Trullenque

REGISTERED AGENT

FILED  
97 SEP 18 PM 1:52  
TALLAHASSEE  
FLORIDA



SENT BY:

9/19/97 10:10 AM

GEIGER KASDIN - Department of State: # 1/ 6

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9/19/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:12 PM

((H97000015600 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.

ACCT#: 076030000723

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX #: (305) 372-0052

NAME: METROPOLITAN DENTAL CENTER, P.A.

AUDIT NUMBER.....H97000015600

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRET  
TALLAHASSEE FLORIDA

B. REGISTERED SEP 19 1997

FA#: H97-15600

FILED

97 SEP 19 PM 1:53

ARTICLES OF INCORPORATION OF  
METROPOLITAN DENTAL CENTER, SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

## ARTICLE I

NAME

The name of this Corporation is METROPOLITAN DENTAL CENTER, P.A.

## ARTICLE II

NATURE OF BUSINESS

The general 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 physician 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 medicine therein.

To invest the funds of this Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit

Stanley H. Kuperstein, Esquire  
Geiger, Kasdin, Heller, Kuperstein,  
Chames & Weil, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-5000  
Florida Bar Number: 113612

FA#: H97-15600

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of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this Corporation.

The foregoing paragraphs shall be construed as enumerating both objects 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 maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice medicine in the State of Florida.

**ARTICLE IV**  
**INITIAL CAPITAL**

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE VI**  
**ADDRESS**

The initial post office address of the principal office of this Corporation in the State of Florida is 3909 North Andrews Avenue, Oakland Park, Florida, 33309. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1). If required by the ethics of the profession,

SENT BY:

9-19-87 12:21PM :

GEIGER KASDIN -> Department of State:# 4/ 6

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Directors shall be required to possess the same professional qualifications as Shareholders are required to possess.

**ARTICLE VIII**  
**INITIAL DIRECTORS AND REGISTERED AGENT**

The name and post office address of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Robert Lee Brushingham	3909 North Andrews Avenue Oakland Park, Florida 33309

The name and street address of the initial Registered Agent is:

<u>NAME</u>	<u>ADDRESS</u>
Robert Lee Brushingham	3909 North Andrews Avenue Oakland Park, Florida 33309

**ARTICLE IX**  
**SUBSCRIBERS**

The name and post office address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Robert Lee Brushingham	3909 North Andrews Avenue Oakland Park, Florida 33309

**ARTICLE X**  
**VOTING TRUSTS**

No Shareholder 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**  
**CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this Corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of

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Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE XII**  
**CONTRACTS**

No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any Director of this Corporation is interested in, or is a director or officer of such other corporation, or may be interested in, any contract or transaction of this Corporation or in which this corporation is interested; and no contract, or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any Director of this Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

This Corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of this shares, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the Bylaws adopted by the Shareholders of this Corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation is not impaired.

This Corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

1. a pension plan;
2. a profit sharing plan, if such plan is not otherwise prohibited by the Code of Ethics of the profession;
3. a stock bonus plan;
4. a thrift and savings plan;
5. a restricted stock option plan; or
6. other retirement or incentive compensation plans.

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**ARTICLE XIII  
AMENDMENT**

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 Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

**ARTICLE XIV  
PREEMPTIVE RIGHTS**

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

**ARTICLE XV  
OFFICERS**


The following shall be the officers of the corporation:

President	-	Robert Lee Brushingham
Secretary	-	Robert Lee Brushingham
Treasurer	-	Robert Lee Brushingham

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation this 17th day of September, 1997.

  
ROBERT LEE BRUSHINGHAM

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR METROPOLITAN DENTAL CENTER, P.A. AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
ROBERT LEE BRUSHINGHAM  
Registered Agent

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SEP 19 1997  
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STATE  
FLORIDA