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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 23, 1997

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosea Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyne, Esq.
T. Willard Fair
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Garth C. Reeves
Neill Robinson
Dorothea Stewart
David L. Wilson
Elaine H. Black,
Executive Director

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

100002304361--4
-09/26/97--01013--016
****122.50 ****122.50

**Re: Articles of Incorporation
To Be Filed.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK #.	Amount
1.	WALESKA VELEZ-LEON, D.M.D., P.A.	1284	\$122.50
	TOTAL		\$122.50

Please file both the Articles and Certificate of Designation for the corporation and return a Certified copy of each document to the following:

Stanley B. Lewis, Esq.
Tools For Change
6255 Northwest 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis

Stanley B. Lewis, Esq.

Encls.

P.Hall SEP 29 1997

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

ARTICLES OF INCORPORATION
OF
WALESKA I. VELEZ-LEON, D.M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice dentistry 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 Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION

The name of this corporation shall be WALESKA I. VELEZ-LEON, D.M.D., P.A., hereinafter referred to as this "professional corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this professional corporation shall be 11373 SW 211th Street, Suite 10-11, Miami, FL, 33189.

ARTICLE III: DURATION OF THE PROFESSIONAL CORPORATION

The period of duration of this professional corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE PROFESSIONAL CORPORATION

The general nature and purposes of business to be transacted, promoted and carried on by this professional corporation are as follows:

- a. To engage in every aspect in the practice of dentistry, and all its fields of specializations, as are engaged in by dentists.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this professional corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. 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 laws of the State of Florida.

ARTICLE V: CAPITAL STOCK

a. The maximum number of shares of stock that this professional corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) shares of common stock at One Dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of this professional corporation's stock and certificates shall be issued only to dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this professional corporation of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate; however, none of the shares of this professional corporation may be issued to anyone other than an individual licensed to practice dentistry in the State of Florida.

ARTICLE VI: PREEMPTIVE RIGHTS

This professional corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the professional corporation, shall have the right to purchase their pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: REGISTERED OFFICE AND REGISTERED AGENT

The street address of this professional corporation's initial registered office is 11373 SW 211th Street, Suite 10-11, Miami, Florida, 33189, and the initial registered agent at that office is WALESKA I. VELEZ-LEON, D.M.D.

ARTICLE VIII: BOARD OF DIRECTORS

This professional corporation shall have a Board of Directors consisting of one (1) person. 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.

The name and address of the initial Board of Director of this professional corporation is:

WALESKA I. VELEZ-LEON, D.M.D.
11373 SW 211th Street, Suite 10-11
Miami, Florida 33189

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator is as follows:

WALESKA I. VELEZ-LEON, D.M.D.
11373 SW 211th Street, Suite 10-11
Miami, Florida 33189

IN WITNESS WHEREOF, I, WALESKA I. VELEZ-LEON, D.M.D., the undersigned incorporator, have signed these Articles of Incorporation on this 23 day of September 1997 and acknowledged the same to be my act.


(WALESKA I. VELEZ-LEON, D.M.D.)

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 23 day of September, 1997 by WALESKA I. VELEZ-LEON, who personally appeared before me at the time of notarization, and who produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CG407787
Expires Sep. 18, 1998
Bonded by HAI
800-422-1885

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

97 SEP 26 AM 9:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That WALESKA I. VELEZ-LEON, D.M.D., P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named WALESKA I. VELEZ-LEON, D.M.D., at 11373 SW 211th STREET, SUITE 10-11, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Professional 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 with and accept the obligations of my position as registered agent.

BY


WALESKA I. VELEZ-LEON, D.M.D.

DATE:

9-23-97