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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: JUAN CARLOS PORTUONDO, D.D.S., P.A. AUDIT NUMBER...⁽⁵⁾..H97000016549 DOC
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

JUAN CARLOS PORTUONDO, D.D.S., P.A.

The undersigned subscriber(s) to these Articles of Incorporation, being duly licensed to practice oral and maxillofacial surgery under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621, F.S., and other laws of the State of Florida.

ARTICLE I. NAME

1. The name of the corporation shall be **JUAN CARLOS PORTUONDO, D.D.S., P.A.**

ARTICLE II. PRINCIPAL OFFICE

2. The principal office and mailing address of this corporation is **4851 Ponce de Leon Blvd., Suite 101, Coral Gables, FL 33146, in Dade County, Florida.**

ARTICLE III. PURPOSE

3. The professional service corporation is formed to engage in every phase and aspect of the practice of oral and maxillofacial surgery. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

4. The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

5. The capital stock of the professional service corporation shall be one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

Fernando J. Portuondo, Esq.
1570 Madruga Ave., Suite 300
Coral Gables, FL 33146
(305) 682-4110
Fl. Bar No.: 062383

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice oral and maxillofacial surgery in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

6. The address of the initial registered office of this professional service corporation is 1570 Madruga Ave., Suite 300, Coral Gables, FL 33146, in Dade County, Florida. The name of the initial registered agent at that address shall be FERNANDO J. PORTUONDO, ESQ.

ARTICLE VII. BOARD OF DIRECTORS

7. The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member(s). The name(s) and address(es) of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
JUAN CARLOS PORTUONDO	Director.	4851 Ponce de Leon Blvd. Suite 101 Coral Gables, FL 33146

ARTICLE VIII. SUBSCRIBER(S)

8. The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s), the number of shares he/she agrees to take, and the consideration thereof, the proceeds of which will amount to at least one thousand dollars (\$1,000.00), is as follows:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>CONSIDERATION</u>
JUAN CARLOS PORTUONDO 4851 Ponce de Leon Blvd. Suite 101 Coral Gables, FL 33146	1,000	\$1,000.00

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

9. The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the

shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice oral and maxillofacial surgery in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

10. The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

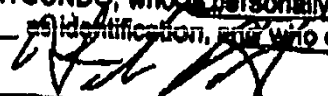
IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation on October 2, 1997.



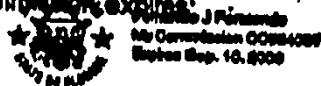
JUAN CARLOS PORTUONDO

STATE OF FLORIDA)
) s.s.
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me on October 2, 1997, by JUAN CARLOS PORTUONDO, who is personally known to me, or produced _____ as identification, and who did take an oath.



FERNANDO J. PORTUONDO
Notary Public, State of Florida
My commission expires: _____



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

In compliance with section 607.0501, Florida Statutes, the following is submitted:

JUAN CARLOS PORTUONDO, D.D.S., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named **FERNANDO J. PORTUONDO**, located at **1570 Madruga Ave., Suite 300, Coral Gables, FL 33146**, in Dade County, Florida, as its Registered Agent to accept Service of Process within this State.

Dated: October 2, 1997.



JUAN CARLOS PORTUONDO, Incorporator.

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. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 2, 1997.



FERNANDO J. PORTUONDO, Registered Agent.

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