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February 9, 1998

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
3-1-98

100002429841--5  
-02/13/98--01023--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation  
Cecilio Torres-Ruiz, M.D., P.A.

Enclosed herein please find an original and one (1) copy of the articles of incorporation for the above corporation, and a check in the amount of Seventy Dollars (\$70.00).

Please send me a stamped received copy of the articles of Incorporation in the enclosed self addressed stamped envelope.

Thank You,

  
John P. Quinones, IV, Esquire

Encl.

JPQ\jrq

FILED  
98 FEB 13 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
3-1-98

ARTICLES OF INCORPORATION

OF

FILED

98 FEB 13 AM 9:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CECILIO TORRES-RUIZ, M.D., P.A.

The undersigned natural person, each of whom is licensed or otherwise legally authorized to practice medicine in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following Articles of Incorporation of such corporation.

ARTICLE I. NAME

The name of this corporation shall be CECILIO TORRES-RUIZ, M.D., P.A.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation shall be that of the medical practice and any lawful business. This corporation is organized for the following purpose:

- a. To engage in the practice of medicine as a professional corporation and to own and operate a medical clinic or several medical clinics for the purpose of providing medical care and treatment.
- b. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business.
- c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes

which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

d. The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is legally qualified to render professional medical services in the State of Florida.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of capital stock having a nominal par value of \$1.00 per share.

#### ARTICLE IV. BEGINNING OF CORPORATE EXISTENCE

The date on which corporate existence of this corporation shall begin in March 1, 1998.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is intended to exist perpetually unless dissolved according to any shareholder agreement and law.

#### ARTICLE VI. ADDRESS

The initial street address and mailing of the principal office of this corporation in the State of Florida is 4545 Pleasant Hill Road, Suite 112, Kissimmee, Florida 34759. 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, who, unless otherwise provided by these Articles or the by-laws, shall hold office for the first year of

existence of the corporation or until their successors are elected or appointed and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
CECILIO TORRES-RUIZ	4545 Pleasant Hill Road Suite 112 Kissimmee, FL. 34759

#### ARTICLE VIII. INCORPORATORS

The incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
CECILIO TORRES-RUIZ	4545 Pleasant Hill Road Suite 112 Kissimmee, FL. 34759

#### ARTICLE IX. REGISTERED OFFICE

The registered agent of this corporation shall be JOHN P. QUINONES, IV, 3 South Bermuda Avenue, Suite 11, Kissimmee, Florida 34741.

#### ARTICLE X. OFFICERS

The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected as provided by the bylaws. The name and address of each initial officer of the corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	CECILIO TORRES-RUIZ	4545 Pleasant Hill Rd Suite 112 Kissimmee, FL. 34759

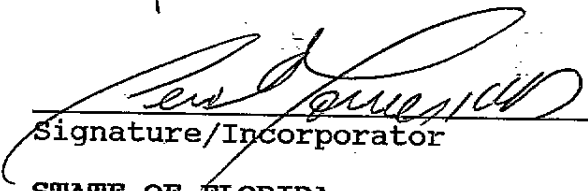
**ARTICLE XI. CORPORATE POWERS**

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

**ARTICLE XII. 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 stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation this 6<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
Signature/Incorporator

STATE OF FLORIDA  
COUNTY OF OSCEOLA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared CECILIO TORRES-RUIZ, to me known to be the person described to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 6<sup>th</sup> day of February, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES:



John P. Quinones IV  
My Commission CC612873  
Expires January 28, 2001

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of florida.

1. The name of the corporation is: CECILIO TORRES-RUIZ, M.D. P.A.
2. The name of the registered agent and office is:

<u>NAME</u>	<u>STREET</u>
John P. Quinones, IV	3 South Bermuda Ave. Suite 11 Kissimmee, Florida 34741

  
\_\_\_\_\_  
Signature  
(corporate officer)

Title President

Date 2/6/98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

  
\_\_\_\_\_  
Signature

Date 2/6/98

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TALLAHASSEE, FLORIDA