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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735  
(850)561-1025

FAX #:

NAME: CARMEN CORNIDE, PSY.D. P.A. AUDIT NUMBER.....H98000006076 DOC (7)  
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TALLAHASSEE FLORIDA

B. McKnight MAR 30 1998

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ARTICLES OF INCORPORATION  
OF  
CARMEN CORNIDE, PSY.D., P.A.

The undersigned natural person, competent and licensed to practice psychology 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 State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I - Name, Principal Office and Mailing Address

The name of this Corporation is CARMEN CORNIDE, PSY.D., P.A.

The principal office of this corporation shall be 1246 NW 168th Ave., Pembroke Pines, Florida 33028.

The mailing address of this corporation shall be 1246 NW 168th Ave., Pembroke Pines, Florida 33028.

ARTICLE II - Purpose

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

A. To engage in every aspect in the practice of Psychology, and all its fields of specialization, as are engaged in by CARMEN CORNIDE, PSY.D.

THIS DOCUMENT PREPARED BY:

DAVID R. FARSTEIN, ESQ.  
2765 W. Cypress Creek Rd.  
Ft. Lauderdale, Fl. 33309  
Fla. Bar No. 198889  
954-977-7801

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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 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 III-Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be ONE THOUSAND (1,000) shares of common stock at ONE DOLLAR (\$1.00) per share par value.

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

Shares of the corporations and certificates shall be issued only to psychologists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

#### ARTICLE IV - DURATION

This corporation shall exist perpetually.

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ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:

1246 NW 168th Ave., Pembroke Pines, Florida 33028 and the name of the initial registered agent of this corporation is:

CARMEN CORNIDE, her address is:

1246 NW 168th Ave., Pembroke Pines, Florida 33028.

ARTICLE VI - Initial Board of Directors

The corporation shall have a Board of Directors consisting of one (1) person initially. The number of Directors may be either increased or diminished 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 Directors of this corporation are:

CARMEN CORNIDE

1246 NW 168th Ave.  
Pembroke Pines, Florida 33028

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

CARMEN CORNIDE

1246 NW 168th Ave.  
Pembroke Pines, Florida 33028

ARTICLE VIII - Informal Shareholder Action.

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

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ARTICLE IX - Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X - Informal Director Action.

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

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amendment thereto, and any right conferred upon the shareholders is subject to this reservation. Further, the Board of Directors and Stockholders shall have the power to adopt, alter, amend or repeal the bylaws of the corporation provided such shall be in compliance with the laws of the State of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 24 day of March, 1998.

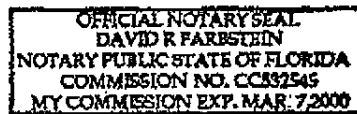
Carmen Cornide  
CARMEN CORNIDE

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared CARMEN CORNIDE known by me to be the person who executed the foregoing Articles of Incorporation. Further, said individual furnished the following type of identification to the undersigned, to-wit: FLORIDA DRIVERS LICENSE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 day of March, 1998.

David R. Farstein  
NOTARY PUBLIC  
My Commission Expires:



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

PURSUANT TO Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

FIRST: That CARMEN CORNIDE, PSY.D, P.A. is qualified to do  
business under the laws of the State of Florida with its principal  
office at: 1246 NW 168th Ave., Pembroke Pines, Fl. 33028 and has  
appointed CARMEN CORNIDE of 1246 NW 168th Ave., Pembroke Pines, Fl.  
33028 as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated  
corporation, a place designated in this certificate, I am familiar  
with, and hereby accept the duties and responsibilities as registered  
agent for said corporation and agree to comply with the provisions of  
said Act relative to keeping open said office.

Carmen Cornide  
CARMEN CORNIDE  
Resident Agent

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