

P99000090492

ALEJANDRO PEDROZO, III, M.D.  
1415 Messina Avenue  
Coral Gables, FL 33134

October 4, 1999

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

300003011523--9  
-10/11/99--01101--006  
\*\*\*\*122.50 \*\*\*\*\*78.75

Ref: ATHENEA CORP.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation duly signed and notarized. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Kindly incorporate this corporation and provide me with the stamped copy and the certificate of incorporation.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Alejandro Pedrozo, III, M.D.

Pronounced  
Atheenia Not  
to be confused with  
Athena on Record  
per Alejandro Pedrozo

FILED  
99 OCT 11 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

10-14  
W

# ARTICLES OF INCORPORATION

OF

## ATHENEA CORP.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

### ARTICLE I

#### NAME

The Name of this corporation is:

**ATHENEA CORP.**

### ARTICLE II

#### PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida.

### ARTICLE III

#### CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares authorized</u>	<u>Par value per share</u>	<u>Class of stock</u>
750	\$1.00 par value	common

### ARTICLE IV

#### TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

FILED  
OCT 11 AM 10:14  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is as follows:

REGISTERED AGENT	ADDRESS
Alejandro Pedrozo III, M.D.	1415 Messina Avenue Coral Gables, FL 33134

## **ARTICLE VI**

### **CORPORATION'S INITIAL BUSINESS OFFICE**

The street address of the corporation's initial business office is as follows:

1415 Messina Avenue  
Coral Gables, FL 33134

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the director of this corporation is as follows:

Name	Address
Alejandro Pedrozo III, M.D.	1415 Messina Avenue Coral Gables, FL 33134

## **ARTICLE VIII**

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

Name	Address
Alejandro Pedrozo, III, M.D.	1415 Messina Avenue Coral Gables, FL 33134

## ARTICLE IX

### INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

## ARTICLE X

### TRANSFER OF STOCK

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares of the corporation at the net asset value thereof. Such offer shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Executed by the undersigned at Miami, Florida on October 4, 1999

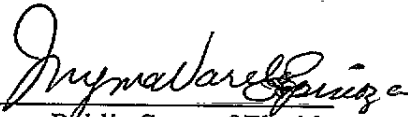


Alejandro Pedrozo, III, M.D., INCORPORATOR

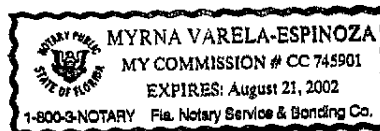
STATE OF FLORIDA)  
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared Alejandro Pedrozo, III who produced identification and executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, State of Florida, this 4th day of October, 1999.



Notary Public State of Florida



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes, the following is submitted:

That **ATHENEA CORP.**, desiring to organize and qualify under the laws of the State of Florida, has named Alejandro Pedrozo, III, M.D. as its registered agent to accept service of process within Florida at 1415 Messina Avenue, Coral Gables, FL 33134, which address is also designated as the registered office of the corporation first mentioned above.



Alejandro Pedrozo, III, M.D., Incorporator

Having been named registered agent to accept service of process for the above stated corporation at the place designated in the certificate, Alejandro Pedrozo, III, M.D. hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.



Alejandro Pedrozo, III, M.D.

FILED  
99 OCT 11 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399