

S 395 81

AMERILAWYER®

(Requestor's Name)
343 ALMERIA AVENUE
(Address)
CORAL GABLES, FL 33134 - (305) 445-2700
(City, State, Zip) (Phone #)

OFFICE USE ONLY

100002027371---9
-12/12/96--01068--006
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Manuel Carril P.C. PA.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
96 DEC 16 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>Restatement</u>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Restated Articles 12/16/96
Examiner's Initials D



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 DEC 16 AM 10:34
DIVISION OF CORPORATION

6 12 13 11 29 98
AMERILAWYER

December 12, 1996

AMERILAWYER

CORAL GABLES, FL

SUBJECT: MANUEL CARRIL D.C., P.A.
Ref. Number: S39581

2 PM
CHECK UP please

We have received your document for MANUEL CARRIL D.C., P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

ARTICLE 11 is showing Manuel Carril as the registered agent and he is signing as the agent on the last page of the document. The last page also states AMERILAWYER CHARTERED, having a business office identical with the registered office of the Corporation name above, etc. WHO IS THE AGENT GOING TO BE???? ARTICLE 1 has a comma (,) after the word CARRIL in the name of the corporation. Is this a change or an error???

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 696A00055687

**RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
MANUEL CARRIL D.C., P.A.**

FILED
96 DEC 16 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of MANUEL CARRIL D.C., P.A. executes these Restatement of Articles of Incorporation of MANUEL CARRIL D.C., P.A., pursuant to Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is MANUEL CARRIL D.C., P.A., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in the practice of general medicine and Chiropractic.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9761 Northwest 41 Street, Miami, Florida 33178 and the mailing address is the same.

ARTICLE 4 - ADOPTION

These Restatement of Articles of Incorporation were adopted on 13 December 1996, and the number of votes cast by the Shareholders for the Amendment of the Restated Articles of Incorporation was sufficient for approval. Only one voting group of Shareholders was entitled to vote thereon.



ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Manuel Carril
Secretary:	Manuel Carril
Treasurer:	Manuel Carril

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Manuel Carril D.C., P.A.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Restated Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is Manuel Carril, located at 9761 Northwest 41 Street, Miami, Florida 33178. The name and address of the registered agent of this Corporation is Manuel Carril, 9761 Northwest 41 Street, Miami, Florida 33178.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Restatement of Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.



ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restatement of Articles of Incorporation, or in any amendment hereto, or to add any provision to these Restatement of Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Restatement of Articles of Incorporation or any amendment hereto are granted subject to this reservation.

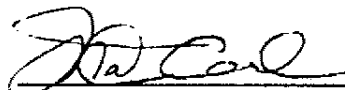
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Restatement of Articles of Incorporation under the laws of the State of Florida, this 13 December 1996.



Manuel Carril, Chairman

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN RESTATEMENT OF ARTICLES OF INCORPORATION**

Manuel Carril, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Restatement of Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Manuel Carril

ART14/STATE.1

