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M88252

November 13, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV 13 PM 3:02

To Whom It May Concern:

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-11/13/00--01050--002
*****43.75 *****43.75

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

The Village Dental Care, P.A.
Document Number: M88252

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

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NOV 13 PM 10:36

KBP/ams
Enclosures
GHRCORP/GHR2.319

Ann Cotroneo authorized to take word initial out of art VI and VII.

Amended & Restated Articles
KBP

ORLANDO
407-843-8880



MELBOURNE
321-727-8100

11-13-2000

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DIVISION OF CORPORATIONS

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE VILLAGE DENTAL CARE, P.A.**

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THE UNDERSIGNED, Edward J. Farrell, D.M.D., President of THE VILLAGE DENTAL CARE, P.A., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

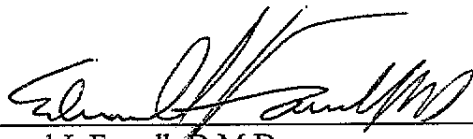
ARTICLE FIRST: The name of the Corporation is THE VILLAGE DENTAL CARE, P.A.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation was duly adopted by the sole Shareholder and the Board of Directors of the Corporation by Joint Written Action, executed on October 27, 2000, in accordance with Section 607.0704 of the Florida General Corporation Act; and therefore, the number of votes cast for the amendment and restatement of the Articles of Incorporation was sufficient for approval.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: The Amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment is that the current Articles of Incorporation are rescinded in their entirety and restated in their entirety to provide as per the attached Schedule "A" which is incorporated herein by reference.

IN WITNESS WHEREOF, the undersigned Edward J. Farrell, D.M.D., as President of THE VILLAGE DENTAL CARE, P.A., has executed these Amended and Restated Articles of Incorporation this 27 day of October, 2000.



Edward J. Farrell, D.M.D.
President

STATE OF FLORIDA
COUNTY OF ~~LAKE~~ Marion

The foregoing instrument was acknowledged before me this 27 day of October, 2000, by EDWARD J. FARRELL, D.M.D., as President of THE VILLAGE DENTAL CARE, P.A.



AFFIX NOTARY STAMP

Elizabeth Paquet
Signature of Notary Public

Elizabeth Paquet
(Print Notary Name)

My Commission Expires: 6-26-04

Commission No.: CC949732

- Personally known, or
 Produced Identification

Type of Identification Produced:

FL DL

SCHEDULE "A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE VILLAGE DENTAL CARE, P.A.**

The undersigned, a natural person competent to contract and a Doctor of Dentistry duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be THE VILLAGE DENTAL CARE, P.A.

ARTICLE II - ADDRESS

The principal office address of the corporation is 111 LaGrande Boulevard, Lady Lake, Florida 32159.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Dentistry duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice dentistry therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to

carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually. The effective date of these Articles of Incorporation shall be June 23, 1988.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the ~~initial~~ registered office of this corporation shall be:

111 LaGrande Boulevard
Lady Lake, Florida 32159

The name of the initial registered agent of this corporation at that address shall be:

Edward J. Farrell, D.M.D.

ARTICLE VII - BOARD OF DIRECTORS

- A. The initial number of directors of this corporation shall be one (1).
- B. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1).
- C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.
- E. In the event an issue to be decided by the Directors is required, by these Amended and Restated Articles of Incorporation, by the Amended and Restated Bylaws, by contract, or otherwise, to be determined by at least a majority vote of the Directors, and at the time such issue is being decided, the number of votes cast in favor of the action equal the number of votes cast against the action, and a majority vote cannot be obtained because the Directors are deadlocked on such issue, then Edward J. Farrell, D.M.D. shall have one extra vote to break the deadlock.

ARTICLE VIII - DIRECTOR AND OFFICERS

The name and street address of the initial member of the Board of Directors and Officers, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Edward J. Farrell, D.M.D.	111 LaGrande Boulevard Lady Lake, Florida 32159	Director/President/ Secretary/Treasurer

ARTICLE IX - INCORPORATOR

The following are the name and street address of the incorporator signing these Articles, who is a Doctor of Dentistry, duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Edward J. Farrell, D.M.D.	111 LaGrande Boulevard Lady Lake, Florida 32159

ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Dentistry under the laws of the State of Florida. No shareholder of this corporation may sell or transfer such shareholder's shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of such shareholder's shares.

In the event an issue to be decided by the Shareholders is required, by these Amended and Restated Articles of Incorporation, by the Amended and Restated Bylaws, by contract, or otherwise, to be determined by at least a majority vote of the Shareholders, and at the time such issue is being decided, the number of votes cast in favor of the action equal the number of votes cast against the action, and a majority vote cannot be obtained because the Shareholders are deadlocked on such issue, then Edward J. Farrell, D.M.D. shall have one extra vote to break the deadlock.

ARTICLE XI - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws. In addition such Bylaws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of such shareholder's shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with a Shareholders' Agreement or the Bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XIII - RETENTION OF PRACTICE

In the event the Corporation terminates Edward J. Farrell, D.M.D.'s employment with the Corporation for any reason, then Edward J. Farrell, D.M.D. shall retain the Corporation's location(s), telephone number(s), fax number(s) and name, and all of the charts and medical and billing records with respect to all of the Corporation's patients, regardless of who may have personally treated the patient.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

Dated this 27th day of October, 2000.