

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P02000023700

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-03/04/02--01064--010
1260.00 **70.00

DATE: 3-4-02

REF. #: 0177.5263

CORP. NAME: Newco Palm Dental Center, Inc

☒ ARTICLES OF INCORPORATION

☐ ARTICLES OF AMENDMENT

☐ ARTICLES OF DISSOLUTION

☐ ANNUAL REPORT

☐ TRADEMARK/SERVICE MARK

☐ FICTITIOUS NAME

☐ FOREIGN QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ MERGER

☐ WITHDRAWAL

☐ CERTIFICATE OF CANCELLATION

☐ UCC-1

☐ UCC-3

☐ OTHER:

FILED
02 MAR -4 PM 2:55
RECEIVED
02 MAR -4 PM 12:31
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

STATE FEES PREPAID WITH CHECK# 501712 FOR \$ 1,260.00

EFFECTIVE DATE
02-28-02

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

☐ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

☒ PLAIN STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

J. BRYAN MAR 4 2002

**ARTICLES OF INCORPORATION
OF
NEWCO PALM DENTAL CENTER, INC.,
A Florida Business Corporation**

FILED
02 MAR -4 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a business corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such business corporation:

ARTICLE I--NAME

The name of the business corporation shall be NEWCO PALM DENTAL CENTER, INC. (the "Corporation").

ARTICLE II--PRINCIPAL OFFICE

EFFECTIVE DATE

02-28-02

The principal office of the Corporation shall be 7150 West 20th Avenue, Suite 103, Hialeah, Florida 33016.

ARTICLE III--REGISTERED AGENT

The street address of the Corporation's initial registered office is 12515 North Kendall Drive, Suite 412, Miami, Florida 33186, and the name of its initial statutory agent at such address is Michael Bileca, C.P.A.

ARTICLE IV--DURATION

The duration of this Corporation shall be perpetual.

ARTICLE V--PURPOSE

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment of, attainment of, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Business Corporation Act, otherwise by law, or by these Articles of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law.

These Articles of Incorporation are effective as of February 28, 2002.

ARTICLE VI--INITIAL DIRECTOR

The Corporation shall be governed by a Board of Directors elected by the shareholders. The initial Board of Directors shall consist of one (1) director; provided however, the number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the person who will serve as the initial director until the earlier of his resignation, removal, or replacement in accordance with the Bylaws is:

NAME

ADDRESS

Melvyn Gober, D.D.S.

12515 North Kendall Drive
Suite 412
Miami, Florida 33186

ARTICLE VII--BYLAWS

The Board of Directors of the Corporation shall have the power and authority to adopt, amend, and alter the Bylaws of the Corporation.

ARTICLE VIII--AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended pursuant to the terms of the Bylaws.

ARTICLE IX--CAPITAL STOCK

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is ten thousand (10,000) shares, having a par value of one tenth of one cent (\$.001) per share, designated as common stock.

ARTICLE X--INDEMNIFICATION

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

ARTICLE XI--INCORPORATOR

The name and address of the incorporator is Michael Bileca, C.P.A., 12515 North Kendall Drive, Suite 412, Miami, Florida 33186.

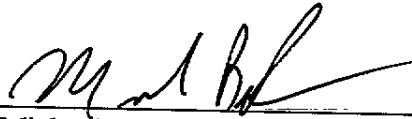
IN WITNESS WHEREOF, I have executed these Articles of Incorporation as of the 28th day of February, 2002.



Michael Bileca, C.P.A., Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Michael Bileca, C.P.A., Registered Agent

FILED
02 MAR -4 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA