

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-342-8086

**P95000018207**

**CSC networks**

95 MAR 6 11 07

MAIL TO:  
P.O. BOX 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 553523 126228A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : March 6, 1995

800001421488

ORDER TIME : 8:51 AM

ORDER NO. : 553523

CUSTOMER NO: 126228A

CUSTOMER: Kathy Roberts, Legal Assistant  
R. LAWRENCE HEINKEL, P.A.

201 W. Canton Avenue

Winter Park, FL 32789

DOMESTIC FILING

**P95000018207**

NAME: DENTAL PRACTICE OF JERRY  
TORRES, D.D.S., P.A.

FILED  
95 MAR -6 PM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EFFECTIVE DATE  
*4-1-95*

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

*Jm*  
3-6-95  
02/A

EFFECTIVE DATE  
4-1-95

ARTICLES OF INCORPORATION  
OF  
DENTAL PRACTICE OF JERRY TORRES, D.D.S., P.A.

FILED  
95 MAR -8 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name, Principal Place of Business, and Duration

The name of the Corporation is Dental Practice of Jerry Torres, D.D.S., P.A. The principal place of business of the Corporation is 7400 Southland Boulevard, Orlando, Orange County, Florida 32809. The duration of the Corporation is perpetual. The effective date of incorporation is April 1, 1995.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 201 W. Canton Avenue, Suite 150, in the City of Winter Park, County of Orange. The name of the registered agent at such address is R. Lawrence Heinkel.

Article III

Corporate Purposes, Powers and Rights

The general purpose for which this Corporation is organized shall be:

1. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Dentist 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 the Corporation who are duly licensed under the laws of the State of Florida to practice as a Dentist therein.
2. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.
3. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the 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 objectives of the Corporation.

4. It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 or Chapter 621 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

#### Article IV

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$1.00 par value per share.

2. Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Dentist under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. 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 his shares.

#### Article V

##### Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
R. Lawrence Heinkel	201 W. Canton Avenue, Suite 150 Winter Park, FL 32789

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

#### Article VI

##### Board of Directors

1. The initial number of directors of this Corporation shall be one (1).

2. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.

3. The name and street address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Jerry Torres, D.D.S.	5029 Dyer Court Orlando, Florida 32821

4. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the Corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

5. Each Director shall be a Dentist duly licensed to render services as such under the laws of the State of Florida.

#### Article VII

##### Shareholders

Shares of this Corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Dentist under the laws of the State of Florida. No shareholder of this Corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. 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 his shares.

#### Article VIII

##### Director and Shareholder Action by Consent

Any corporate action upon which a vote of directors or a committee thereof or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders having less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

**Article IX**

**Indemnification**

The Corporation shall indemnify and hold harmless any officer or Director to the fullest extent permitted by law.

**Article X**

**Records**

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida or at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

**Article XI**

**Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Executed this the 3 day of March, 1995.

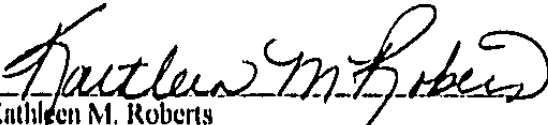
  
\_\_\_\_\_  
R. LAWRENCE HEINKEL  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Be it remembered, that on this 3<sup>rd</sup> day of March, 1995, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, R. LAWRENCE HEINKEL, a party to the foregoing Articles of Incorporation, known to me personally to be such, and

I having first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.

  
Kathleen M. Roberts  
NOTARY PUBLIC - STATE OF FLORIDA

KATHLEEN M. ROBERTS  
Notary Public, State of Florida  
My comm. expires Sept. 26, 1999  
No. CC 147122  
Bonded Thru Notary Public Underwriters

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

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FILED  
95 MAR -6 AM 8:07  
SEALING  
TALLAHASSEE  
FLORIDA

In compliance with the Florida Business Corporation Act, the following is submitted:

**DENTAL PRACTICE OF JERRY TORRES, D.D.S., P.A.**, with its place of business at 7400 Southland Boulevard, Orlando, Florida 32809, has named R. LAWRENCE HEINKEL located at 201 W. Canton Avenue, Suite 150, Winter Park, Florida 32789, as its agent to accept service of process within Florida.

Having been named to accept service of process for **DENTAL PRACTICE OF JERRY TORRES, D.D.S., P.A.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 3 day of March, 1995.

  
\_\_\_\_\_  
R. LAWRENCE HEINKEL  
Registered Agent

P95000018207

A Gentle Dentist  
1400 Southland Blvd  
Suite 112  
Orlando, FL 32809

500001857805  
-06/11/96--01075--016  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- 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 <i>MC</i>
<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

~~W/16~~

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

FILED  
 96 JUN 24 AM 9:43  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
*SH/gu*

Examiner's Initials	
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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

June 18, 1996

A Gentle Dentist  
7400 Southland Blvd.  
Suite 112  
Orlando, FL 32809

**SUBJECT: DENTAL PRACTICE OF JERRY TORRES, D.D.S., P.A.**  
**Ref. Number: P95000018207**

We have received your document for **DENTAL PRACTICE OF JERRY TORRES, D.D.S., P.A.** and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The new corporate name must include a corporate suffix.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 996A00030155

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
95 JUN 24 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dental Practice of

Jerry Torres, D.D.S., P.A.  
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I : The name of the corporation  
is amended to read:  
A Gentle Dentist, P.A. Principal  
Place of Business and Duration  
to remain the same.

No other amendments

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 3<sup>rd</sup> of June 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_" voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 4<sup>th</sup> of June, 19 96.

Signature *[Handwritten Signature]*, President  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jerry Torres, DDS

Typed or printed name

President

Title

Document number of this corporation is P95000018207.

Please send certificate of status