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HOWARD W. GORDON  
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January 24, 1996

FRED K. LICKSTEIN  
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RONALD PETER ROMAN  
BARRY N. SEMET  
MARC J. STERNBAUM  
FRANK P. TERZO  
SYDNEY S. TRAUM, P.A.  
\*Of Counsel

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\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
P. O. Box 5588  
Tallahassee, Florida 32314

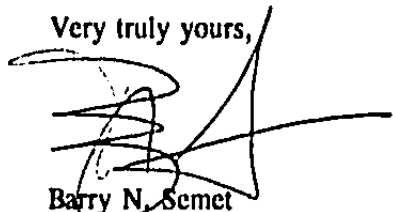
Re: DENTAL ASSOCIATES OF HOMESTEAD, P.A.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Dental Associates of Homestead, P.A. together with our check in the amount of \$122.50 representing the fee for filing the Articles. Please forward a certified copy to us as soon as possible.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

  
Barry N. Semet  
For the Firm

enclosures

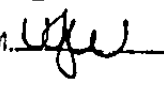
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AUTHORIZATION BY PH

CORRECT Add principal address

DATE 1-30-96

DOC. EXAM. 

Ufw 1-30-96

**ARTICLES OF INCORPORATION  
OF  
DENTAL ASSOCIATES OF HOMESTEAD, P.A.**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 11:01

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation shall be and is: DENTAL ASSOCIATES OF HOMESTEAD, P.A. and the principal address is: 5805 BLUE LAGOON DRIVE, SUITE 170  
MIAMI, FLA. 33126

**ARTICLE II**

**PURPOSE**

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

A. 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 who are duly licensed under the laws of the State of Florida to practice therein.

B. To buy, sell, deal in and exchange shares of its own capital stock, except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional dental services within the State of Florida. No shareholder of this corporation shall enter into a voting trust with the authority to exercise the voting power of any or all of his stock.

C. 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 professional services.

D. To do all and everything necessary and proper for the accomplishment of any of the purposes, attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof necessary or incidental to the accomplishment of the purpose, attainment of the objects or the furtherance of such purposes or objects of this corporation.

E. Without limiting the generality of any of the foregoing language, the corporation shall have all of the powers which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

### ARTICLE III

#### STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

### ARTICLE IV

#### EXISTENCE

This corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

### ARTICLE V

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134, and the initial registered agent of the corporation at that address is Barry N. Semet.

## ARTICLE VI

### DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, by Bylaws adopted by the Stockholders, but shall never be less than one (1).

## ARTICLE VII

### INITIAL DIRECTORS

The name and street address of the first member of the Board of Directors is:

Name

Street Address

Melvyn Gober, D.D.S.

5805 Blue Lagoon Drive, Suite 170  
Miami, Florida 33126

Said Director is of full age and is a citizen of the United States of America. The aforesaid Director shall hold his respective office until the first Annual Meeting of the Stockholders or until his successor is elected and has qualified.

## ARTICLE VIII

### INCORPORATOR

The name and street address of the Incorporator to the Articles of Incorporation is:

Name

Street Address

Barry N. Semet

201 Alhambra Circle Suite 1200,  
Coral Gables, FL 33134

## ARTICLE IX

### BYLAWS

The Bylaws of the corporation may be created, amended or changed by the Stockholders or Directors at any regular or special meeting, duly held.

## ARTICLE X

### CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested. No contract or other transaction of this corporation with any person, firm or corporation shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm or corporation. Every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

## ARTICLE XI

### RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the Bylaws, adopted by a majority of the Shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No Shareholder of this corporation may sell or transfer his shares herein except to another individual who is eligible to be a Shareholder of this

corporation. If any Shareholder becomes legally disqualified to practice dentistry in the State of Florida or accepts employment that places restrictions or limitations upon his continuing to render such professional services, such Shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the Bylaws adopted by the 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. This corporation shall have the power 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. This corporation shall have the power to deny to the holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no Shareholder shall have any pre-emptive right to subscribe to any such stock.

C. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by an Shareholder who dies, in accordance with 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 is not impaired.

D. This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan,

(2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the dental profession,

(3) a stock bonus plan,

(4) a thrift and savings plan,

(5) a restricted stock option plan, or

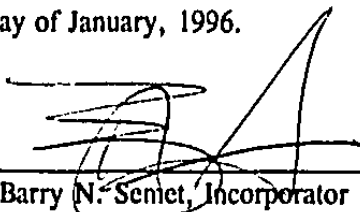
(6) other retirement or incentive compensation plans.

### ARTICLE XIII

### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

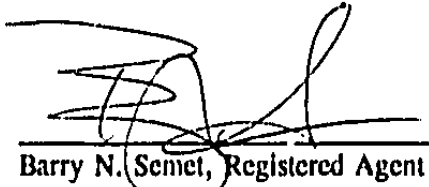
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 24<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
Barry N. Semet, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept the service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 29<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
Barry N. Semet, Registered Agent  
(Corporate Seal)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 11:01

STATE OF FLORIDA     )  
                                  ) :ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of January, 1996 by Barry N. Semet, ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, STATE OF FLORIDA

Print Name: \_\_\_\_\_

My Commission Expires \_\_\_\_\_

