

P96000099991

Cynthia L. Cox  
John H. McFlea  
COC Counsel

CYNTHIA L. COX, P.A.  
Attorneys At Law

1432-21st Street, Suite A  
Vero Beach, FL 32960-3415

December 3, 1996

Telephone (407) 562-1930  
Fax (407) 562-1432

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, FL 32314

800002024438--2  
-12/10/96--01069--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Michael P. Gurklis, P.A.

Gentlemen:

Enclosed is the signed original and one copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$70.00 for the filing and registered agent fees of the corporation. Please return the copy to us for our files. PLEASE NOTE THAT THE CORPORATE EXISTENCE SHALL TAKE EFFECT JANUARY 1, 1997.

Thank you for your assistance. If you have any questions, please do not hesitate calling.

Sincerely,

CYNTHIA L. COX

C:secltr.doc  
Enclosures

DEC 11 1996

BSB

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 DEC -9 PM 6:35

FILED

FILED

96 DEC -9 PM 6:35

RECEIVED STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

MICHAEL P. GURKLIS, P.A.

The undersigned natural person, competent and licensed to practice law in the State of Florida, hereby acting as Incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is MICHAEL P. GURKLIS, P.A.

Article 2. Principal Office. The principal place of business and mailing address of this Corporation shall be 631 - 17th Street, Suite 8, Vero Beach, Florida 32960.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general nature and purposes of business to be transaction, promoted or carried on by the Corporation are as follows:

A. To engage in every aspect in the practice of law, and all of its fields of specializations, as are engaged in by dentists.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invests its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single

class and shall have a par value of \$1.00 per share. The consideration to be paid for each share shall be payable in lawful money or property, labor or services. Shares of the corporation's stock and certificates shall be issued only to those individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

Article 6. Initial Registered Office and Agent. The name and address of the initial Registered Agent and Office of this Corporation is as follows:

MICHAEL P. GURKLIS  
631 - 17th Street, Suite 8  
Vero Beach, FL 32960

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 1. 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. The name and address of each initial Director of the Corporation is as follows:

MICHAEL P. GURKLIS  
631 - 17th Street, Suite 8  
Vero Beach, FL 32960

Article 8. Incorporators. The name and address of each Incorporator is as follows:

MICHAEL P. GURKLIS  
631 - 17th Street, Suite 8  
Vero Beach, FL 32960

Article 9. Informal Shareholder Action. Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

Article 10. Severance & Termination of Employment. If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the

corporation, except that such shares shall not be entitled to dividends.

Article 11. Informal Director Action. If all of the Directors, severally or collectively, consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article 12. Indemnification. The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

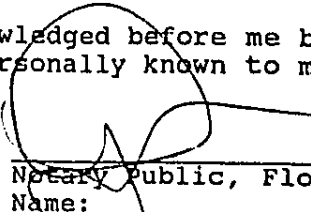
Article 13. Bylaw Amendment. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 3rd day of December, 1996.

  
MICHAEL P. GURKLIS,  
Incorporator

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

This document was acknowledged before me by MICHAEL P. GURKLIS, both of whom are personally known to me, this 3rd day of December, 1996.

  
\_\_\_\_\_  
Notary Public, Florida  
Name:  
My Commission Expires:  
Commission No.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of MICHAEL P. GURKLIS, P.A. which is contained in the foregoing Articles of Incorporation.

DATED this 3rd day of December, 1996.

  
\_\_\_\_\_  
Registered Agent

LAW OFFICES

**RAPPEL & ASSOCIATES**  
A PROFESSIONAL ASSOCIATION

UNIVEST BUILDING  
2770 INDIAN RIVER BLVD  
SUITE 307  
VERO BEACH, FLORIDA 32960-4230

ROBERT RAPPEL, D.O., J.D.  
MICHAEL BLAIR RAPPEL\*†  
OF COUNSEL

TELEPHONE (561) 978-0007  
FAX (561) 569-9303  
VOICE MAIL (561) 787-8602  
e-mail: drappel@sunet.net

\* MEMBER FLORIDA AND WASHINGTON DC BAR  
† A PROFESSIONAL ASSOCIATION

January 20, 1997

**CERTIFIED RETURN RECEIPT REQUESTED**

Qualifications / Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

P 198-282-414

Re: Amended Articles of Incorporation  
Michael P. Gurklis, D.M.D., P.A.

Dear Sir/Madam:

I am enclosing an original "Amended Articles of Incorporation", a copy and check in the amount of eighty seven dollars and fifty cents (\$87.50) submitted to amend the Articles of Incorporation on the above referenced matter. The check represents the following fees:

Secretary of State:	
Registration Fee	\$35.00
Certified Copy	<u>52.50</u>
Total	\$87.50

Please return all correspondence and certified copy concerning this matter to the following:

RAPPEL & ASSOCIATES, P.A.  
ATTN: Robert Rappel, D.O., J.D.  
UniVest Building  
2770 Indian River Boulevard, Suite 326  
Vero Beach, FL 32960-4230

*Note: no ch. in Incorporator  
(only his address)*

~~1017-469~~  
Amend & N/C

VS  
2/13

Qualifications/Tax Lien Section  
Division of Corporations  
January 20, 1997  
Page 2

Should have any questions concerning this matter, please contact Ms. Rae  
L. Crowley, Legal Assistant at 561-978-0007.

Sincerely,

**RAPPEL & ASSOCIATES, P.A.**



ROBERT RAPPEL, D.O., J.D.

RR/rc

enclosures: 4

cc: Dr. Michael P. Gurklis, D.M. D.



COPY

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 3, 1997

ROBERT RAPPEL, D.O., J.D.  
UNIVEST BLDG.  
2770 INDIAN RIVER BLVD., STE. 326  
VERO BEACH, FL 32960-4230

SUBJECT: MICHAEL P. GURKLIS, P.A.  
Ref. Number: P96000099991

RECEIVED  
97 FEB 11 AM 8:45  
DIVISION OF CORPORATIONS

We have received your document for MICHAEL P. GURKLIS, P.A. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

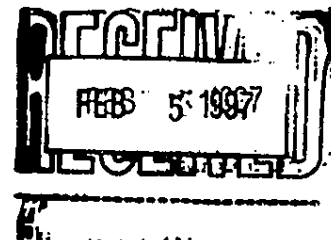
Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 297A00005451



LAW OFFICES

**RAPPEL & ASSOCIATES**  
A PROFESSIONAL ASSOCIATION

UNIVEST BUILDING  
2770 INDIAN RIVER BLVD  
SUITE-307  
VERO BEACH, FLORIDA 32960-4230

ROBERT RAPPEL, D.O., J.D.  
MICHAEL BLAIR RAPPEL\*†  
OF COUNSEL

TELEPHONE (561) 978-0007  
FAX (561) 569-9303  
VOICE MAIL (561) 787-8602  
e-mail: drappel@aunet.net

\* MEMBER FLORIDA AND WASHINGTON DC BAR  
† A PROFESSIONAL ASSOCIATION

February 6, 1997

**CERTIFIED RETURN RECEIPT REQUESTED**

**P 198-282-443**

Qualifications / Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Amended Articles of Incorporation  
Michael P. Gurklis, D.M.D., P.A.  
Ref. #: P9000099991

Dear Sir/Madam:

I am enclosing an original "Amended Articles of Incorporation", and a copy reflecting the corrections made in the "Amended Articles of Incorporation" sent to your office on January 20, 1997. As per your request, I have also enclosed a copy of your correspondence to our office, date February 3, 1997, requesting these corrections for filing.

Please return all correspondence and certified copy concerning this matter to the following:

RAPPEL & ASSOCIATES, P.A.  
ATTN: Robert Rappel, D.O., J.D.  
UniVest Building  
2770 Indian River Boulevard, Suite 326  
Vero Beach, FL 32960-4230




Qualifications/Tax Lien Section  
Division of Corporations  
February 6, 1997  
Page 2

Should have any questions concerning this matter, please contact Ms. Rae  
L. Crowley, Legal Assistant at 561-978-0007.

Sincerely,

RAPPEL & ASSOCIATES, P.A.

A handwritten signature in cursive script that reads "Robert Rappel @". The signature is written in dark ink and is positioned above the printed name.

ROBERT RAPPEL, D.O., J.D.

RR/rc

enclosures: 3

cc: Dr. Michael P. Gurklis, D.M. D.

ARTICLES OF AMENDMENT

FILED  
97 FEB 11 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The following provisions of the Article of Incorporation of **MICHAEL P. GURKLIS, P. A.**, a Florida Corporation, filed in Tallahassee on December 9, 1996, be and they hereby are amended in the following particulars:

A. Article 1 be and it hereby is amended to read as follows:

The name of the Corporation is **MICHAEL P. GURKLIS, D.M.D., P.A.**

B. Article 4, Section A be and it hereby is amended to read as follows:

"To engage in every aspect in the practice of Dentistry and all of its fields of specializations, as are engaged by dentists."

C. Article 5 be and it hereby is amended to read as follows:

"The Aggregate number of shares which the Corporation is authorized to issue is Five Thousand (5,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share shall be payable in lawful money or property, labor or services. Shares of the Corporation's stock and certificates shall be issued only to those individuals who are duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation."

D. Article 6 be and hereby is amended to read as follows:

"The name and address of the Initial Registered Office and Agent of this Corporation is as follows:

**MICHAEL P. GURKLIS, D.M.D.**  
80 Royal Palm Boulevard  
Suite 301  
Vero Beach, FL 32960

E. Article 7 be and hereby is amended to read as follows:

The number of the Directors constituting the initial Board of Directors is one  
(1). 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 each initial Director of the Corporation is as follows:

**MICHAEL P. GURKLIS, D.M.D.**  
80 Royal Palm Boulevard  
Suite 301  
Vero Beach, FL 32960

F. Article 8 be and hereby is amended to read as follows:

The name and address of each Incorporator is as follows:

**MICHAEL P. GURKLIS, D.M.D.**  
80 Royal Palm Boulevard  
Suite 301  
Vero Beach, FL 32960

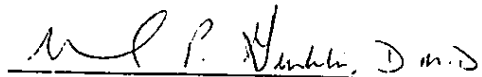
2. The foregoing Amendments were adopted by the Stockholders and Directors of the Corporation on the 20th day of January, 1997:

**IN WITNESS WHEREOF**, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 20th day of January, 1997.

3. The number of votes cast for the Amendment by the Shareholders was sufficient for approval.

**MICHAEL P. GURKLIS, P.A.**

By



**MICHAEL P. GURKLIS, D.M.D.**  
President