

P97000002351

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PRO-TECH YOUR TEETH DENTAL LAB, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

RAYMOND SCHIEBER

Name (printed or typed)

1400 N. SEMORAN BLVD, STE.

Address

ORLANDO, FL 32807

City, State & Zip

(407) 275-1215

Daytime Telephone number

*Called 1-7-97
Need check*

*RMC
1/7/97*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN -6- AM 11:37

FILED

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*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PRO-TECH YOUR TEETH DENTAL LAB, INC.**

FILED
97 JAN -6 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a dental lab duly licensed to render professional services in the state of Florida, for the purpose of forming a professional corporation under the Florida Professional Service Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME AND PLACE OF BUSINESS**

The name of the corporation shall be: PRO-TECH YOUR TEETH DENTAL LAB, INC. with it's principal place of business at 1400 N. Semoran Blvd., Suite D, Orlando, Florida 32807.

**ARTICLE II
DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III
PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering to dentists, through this corporation's officers, employees and agents, laboratory services of making dental prosthetics; however, nothing in the Articles of Incorporation shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real and personal property necessary for the rendering of such services.

ARTICLE IV CAPITAL STOCK

(a) Authorized Capital. The authorized capital stock of this corporation shall consist of 100,000 shares of common stock having a par value of \$.01 per share.

(b) Limitation on Issuance. None of the shares of capital stock of this corporation may be issued to anyone other than an individual duly licensed or otherwise legally authorized to practice dentistry in the State of Florida.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1400 N. Semoran Blvd., Suite D, Orlando, Florida, 32807, and the name of the initial registered agent of this corporation at that address is Raymond Schieber.

ARTICLE VI DIRECTORS

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Raymond Schieber	8889 Butternut Blvd.
Nancy J. Schieber	Orlando, FL 32817

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve this corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE VII
RESTRAINT OF ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

**ARTICLE VIII
BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX
INCORPORATOR**

The street address of the incorporator of this corporation is 1400 N. Semoran Blvd., Suite D, Orlando, Florida, 32807, and the name of the incorporator of this corporation is Raymond Schieber.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

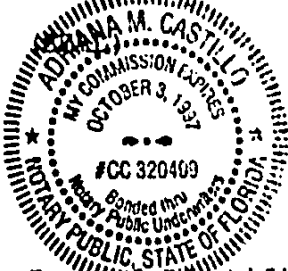
The undersigned has executed these Articles of Incorporation this
____ 16 ____ day of December 1996.



Raymond Schieber Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 16
day of December, 1996, by Raymond Schieber, who is either
personally known to me or produced the identification described
below and who did not take an oath.



Type of Identification

KIDH 5160-723-54-333-D

Exp 9-98

Adriana M Castillo
Print: Adriana M Castillo
Commission No. CC 320499
My Commission expires OCT 3 1997
County of: Orange
State of: Florida

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: PRO-TECH YOUR TEETH
DENTAL LAB, INC.

2. The name and address of the registered agent and office is:

RAYMOND SCHIEBER
(Name)
1400 N. SEMORAN BLVD., STE. D
(P.O. Box or Mail Drop Box **NOT** acceptable)
ORLANDO, FL 32807
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Raymond Schieber
(Signature)

12-16-96
(Date)