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HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

HYDE PARK PROFESSIONAL CENTER
315 SOUTH HYDE PARK AVENUE
TAMPA, FLORIDA 33606

(813) 251-8659
FAX (813) 254-6153

April 1, 1998

FEDERAL EXPRESS USA AIRABILL NO 3385291335

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800002484848--5
-04/10/98--01026--028
****157.50 ****122.50

Re: Amendment To Articles of Incorporation of Ralph J. DeDomenico, D.M.D., P.A.
Articles of Incorporation Of Ralph J. DeDomenico, D.M.D., P.A.

EFFECTIVE DATE 4-1-98

Dear Sir or Madam:

Enclosed for filing are an original and one copy of each of the following documents:

- Amendment To Articles Of Incorporation of Ralph J. DeDomenico, D.M.D., P.A. ("the Amendment") - Please note that the corporate name is being changed to DeDomenico Enterprises, Inc. The name change amendment is to be effective as of April 1, 1998.

- Articles Of Incorporation Of Ralph J. DeDomenico, D.M.D., P.A. ("the Articles") - As a result of the above-referenced corporate name change, the corporate name selected for this new corporation is available. Please note that the Articles are to be effective as of April 1, 1998.

4/14/98

It is critical that the Amendment be filed before the Articles are filed. Dr. DeDomenico is establishing a new corporation to conduct his dentistry practice, and it is imperative that the new corporation use the name Ralph J. DeDomenico, D.M.D., P.A.

Please date stamp each copy and return the same to us. We have enclosed our check in the amount of $157.50 to cover the cost of the following:

Fee for Amendment	$ 35.00
Filing Fee	35.00
Certified copy fee for Articles of Incorporation	52.50
Resident Agent Fee	35.00
Total	$157.50

FILED
98 APR -3 PM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 APR -3 AM 9:2?
DIVISION OF CORPORATIONS

If you have any questions or comments, please contact us.

Very truly yours,

James P. Hines

James P. Hines

CHN:jfb
Enclosures

FILED
98 APR -3 PM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RALPH J. DeDOMENICO, D.M.D, P.A.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a Corporation for profit in accordance with the laws of the State of Florida.

EFFECTIVE DATE
4-1-98

ARTICLE I

Name

The name of this Corporation shall be: **RALPH J. DeDOMENICO, D.M.D., P.A.**

ARTICLE II

Duration and Existence

The existence of this Corporation shall begin upon April 1, 1998, and thereafter the existence of this Corporation shall be perpetual.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 10,000 shares having a par value of $1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock then issued shall be paid for and shall be nonassessable.

(b) Each shareholder must be duly licensed or otherwise legally authorized to practice dentistry in the State of Florida.

(c) No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock in the Corporation.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 315 South Hyde Park Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this Corporation at that address is James P. Hines.

ARTICLE V

Purposes, Business or Objects

The general nature of business to be transacted by this Corporation, or the objects or purposes of the Corporation, shall be as follows:

(a) To engage solely and specifically in the business of carrying on the practice of dentistry.

(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of the State of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE VI

Principal Office

The principal office of this Corporation shall be located at 11012 North Dale Mabry Highway, Suite 301, Tampa, Florida 33618, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the exact number of the same to be fixed by the Stockholders or by the Corporate Bylaws. Each of the said Directors shall be of full age. A quorum for the transaction of business shall be as determined by the Directors from time to time and as provided for in the Bylaws of this Corporation. Subject to the Bylaws of this Corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be Stockholders. The Stockholders of this Corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The name and street address of the members of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this Corporation, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

Name	Address
Ralph J. DeDomenico, D.M.D.	5102 Lanai Way Tampa, Florida 33624

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is: James P. Hines, 315 South Hyde Park Avenue, Tampa, Florida 33606.

ARTICLE X

Transactions With Corporations

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in any other corporation, or are Directors or Officers of any other corporations. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this Corporation who is also a Director or Officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such Officer or Director of such other corporation or member of such other firm, or not so interested.

ARTICLE XI

Bylaws

(a) The power to adopt the bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any Bylaws or any amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by a vote of the Stockholders. No bylaw which has been altered, amended or adopted by such vote of the Stockholders may be altered, amended or repealed by vote of the Directors until two (2) years shall have expired since such action by vote of such Stockholders.

(b) The Bylaws of this Corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided the same are not inconsistent with the provisions of these Articles of

Incorporation or contrary to the laws of this State of Florida or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation the uses and purposes therein stated.

James P. Hines

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 1st day of April, 1998, before me the undersigned officer, personally appeared, James P. Hines, who:

[X] is personally known to me to be the individual described in, and who executed, the foregoing Articles of Incorporation, and who did/did not (Circle One) take an oath.

[ ] is not personally known to me, but provided Driver's License No. ______________ as proof that he is the individual described in, and who executed, the foregoing Articles of Incorporation and who did/did not (Circle One) take an oath.

NOTARY PUBLIC STATE OF FLORIDA
CHRISTOPHER H. NORMAN
COMMISSION # CC 526493
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public

Christopher H. Norman
Printed Name

FILED
98 APR -3 PM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RALPH J. DeDOMENICO, D.M.D, P.A.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that **RALPH J. DeDOMENICO, D.M.D., P.A.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Tampa, County of Hillsborough, State of Florida, has named James P. Hines, located at 315 South Hyde Park Avenue, Tampa, Florida 33606, as its Resident Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby agree to act in this capacity and to comply with the provisions of said Act relative to keeping open the said principal office of the Corporation.

James P. Hines

James P. Hines, Resident Agent