

P990005557

HALL & HALL, P.A.

ATTORNEYS AT LAW

REPLY TO: P.O. BOX 2188
GAINESVILLE, FL 32602

REPLY TO: P.O. BOX 1258
JACKSONVILLE, FL 32201

June 18, 1999

VALERIE HALL MANUEL
BANKRUPTCY

300 WEST ADAMS STREET
SUITE 550
JACKSONVILLE, FL 32202

1-904-355-9441
FAX 1-904-356-9725

CRAIG F. HALL
BOARD CERTIFIED
CIVIL TRIAL PRACTICE

317 N.E. 1ST STREET
GAINESVILLE, FL 32601

1-352-375-2290
FAX 1-352-373-5865

Department of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

60000291 1046--1
-06/21/99--01144--006
*****78.75 *****78.75

Re: FAMILY & COSMETIC DENTISTRY O.S. Gainesville, P.A.

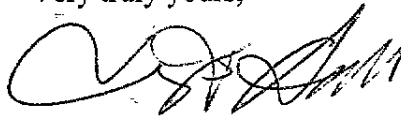
Dear Gentlepersons:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named proposed Florida professional service corporation. Also enclosed is my check in the amount of \$78.75 representing the filing fee and Certificate of Status charge.

Please file the enclosed Articles of Incorporation and return a Certificate of Status to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,



CRAIG F. HALL

EFFECTIVE DATE
7-1-99

CFH:jm

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 21 PM 12:00

FILED

Craig F. Hall
AUTHORIZATION BY PHONE TO
CONTACT Telephone
DATE 6-22-99
REG. EXAM CB

CB
6-22-99

FILED
99 JUN 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FAMILY & COSMETIC DENTISTRY OF GAINESVILLE, P.A.

The undersigned subscriber to these Articles of Incorporation of a professional service corporation, a natural person competent to contract, and licensed to practice dentistry under the laws of the State of Florida, does hereby form a professional service corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is FAMILY & COSMETIC DENTISTRY OF GAINESVILLE, P.A.

ARTICLE II
DURATION

The period of duration of this corporation shall be perpetual, commencing July 1, 1999.

ARTICLE III
PURPOSE

The nature of the business to be transacted by this professional service corporation and the purpose thereof is to render professional dental services to the general public and to do all things in connection therewith that are customarily done by licensed dentists under the laws of the State of Florida and in accordance with the "Professional Service Corporation Act, Chapter 621," of the Laws of Florida, to invest its funds in real estate, mortgages, stocks, bonds or other types of investments. The corporation may own real or personal property necessary for the rendering of professional services. The corporation shall not engage in any business other than the practice of dentistry.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of One (\$1.00) Dollar par value common stock.

ARTICLE V
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 316 S.W. 16th Avenue, Gainesville, Florida 32601. The name of the initial registered agent of this corporation at that address is BERTRAM J. HUGHES.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one (1). The name and address of the initial Director of this corporation is:

BERTRAM J. HUGHES 316 S.W. 16th Avenue
Gainesville, Florida 32601.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

BERTRAM J. HUGHES 316 S.W. 16th Avenue
Gainesville, Florida 32601.

ARTICLE IX
LIMITATION OF CORPORATE STOCK

No one other than an individual who is duly licensed as a doctor of dentistry by the State of Florida may own any corporate stock of this corporation; nor may any Shareholder enter into any voting trust agreement or any other type agreement vesting another person with the authority to exercise voting power of any or all of the stock.

- (a) If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment and tender all financial interests in the corporation.
- (b) No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholder's meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by a shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

(c) In the event that there is more than one shareholder in the corporation, before stock is issued to shareholders they must have negotiated with the other shareholders or the corporation a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy and sell agreement must be filed with the secretary of the corporation and made part of the records of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of June, A.D., 1999.



BERTRAM J. HUGHES, Incorporator

STATE OF FLORIDA :

COUNTY OF ALACHUA :

BEFORE ME personally appeared BERTRAM J. HUGHES, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 18th day of June, 1999.

My Commission Expires:



Craig F. Hall
MY COMMISSION # CC814133 EXPIRES
May 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC, STATE OF FLORIDA

STATE OF FLORIDA :

COUNTY OF ALACHUA :

BEFORE ME personally appeared BERTRAM J. HUGHES, who is personally known to me or who has produced Florida Driver's License as identification, and who, being sworn, deposes and says that he is the Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

Dated this 18th day of June, A.D., 1999.

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA



Craig F. Hall
MY COMMISSION # CC814133 EXPIRES
May 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

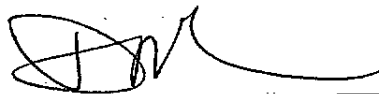
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FIRST: That FAMILY & COSMETIC DENTISTRY OF _____ desiring to organize GAINESVILLE, P.A. under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named BERTRAM J. HUGHES, located at 316 S.W. 16th Avenue, Gainesville, Florida 32601, as its agent to accept service of process within the State.

**ACCEPTANCE OF DESIGNATION
AS RESIDENT AGENT**

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



BERTRAM J. HUGHES
Resident Agent

FILED
99 JUN 21 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA