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NAME: KUTTLE, GLICKSMAN AND MARS DENTAL, P.A.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

KUTTLE, GLICKSMAN AND MARS DENTAL, P.A.

The undersigned, President of Kuttler, Glicksman and Mars Dental, P.A., a professional corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies pursuant to Section 507.1006 of the Florida Business Corporation Act:

1. The name of the Corporation is Kuttler, Glicksman and Mars Dental, P.A.
2. Article I of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation shall be:

Kuttler, Glicksman, Mars & Grand Dental, P.A.

3. The foregoing amendment was adopted and approved by unanimous written consent of the directors and shareholders as of January 1, 1997.
4. The number of votes cast for the amendment by the shareholders was sufficient for the approval of the foregoing amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 30th day of March, 1997.


Miles E. Kuttler, D.M.D., President

Prepared by:
Dawn Lankford Bowling, P.A.
Florida Bar No. 0938734
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UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS AND SHAREHOLDERS
OF

The undersigned, being all of the shareholders and directors of Kuttler, Glicksman and Mars Dental, P.A. (the "Corporation"), do, pursuant to the provisions of Sections 607.0821 and 607.0704 of the Florida Statutes, take the following actions by consent in lieu of special meetings of the shareholders and directors of the Corporation:

WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to enter into that certain Agreement and Plan of Reorganization, effective as of January 1, 1997 (the "Plan"), by and among the Corporation, Harry S. Grand, D.M.D., P.A. (the "Grand P.A.") and Harry S. Grand, D.M.D. ("Dr. Grand"), in substantially the form attached hereto as Exhibit A, which Plan contemplates the transfer of the business and substantially all of the assets of the Grand P.A. to the Corporation in exchange for 71.24 shares of common stock of the Corporation (the "Stock"), which transaction is intended to qualify as a "reorganization" within the meaning of §368(a)(1)(C) of the Internal Revenue Code of 1986, as amended, and to consummate the transactions covered and contemplated thereby;

WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to issue the Stock to the Grand P.A., pursuant to Section 2.1 of the Plan, on the basis and with the understanding that, as soon as is practicable thereafter, the Grand P.A. will be dissolved and the Stock distributed to Dr. Grand;

WHEREAS, simultaneously with the consummation of the Plan, Dr. Grand shall purchase 27.19 shares of common stock of the Corporation from Miles E. Kuttler, D.M.D. ("Dr. Kuttler") and 22.19 shares of common stock of the Corporation from each of Joel Glicksman, D.D.S. ("Dr. Glicksman") and Ricky Mars, D.D.S. ("Dr. Mars") (the "Stock Purchase");

WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to issue 7.19 additional shares of common stock of the Corporation to each of Dr. Kuitler, Dr. Glicksman, Dr. Mars and Dr. Grand, such that, upon consummation of the Plan and the Stock Purchase, each of the shareholders of the Corporation will own 25% of the issued and outstanding capital stock of the Corporation;

WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to enter into that certain employment agreement, effective as of January 1, 1997 (the "Employment Agreement"), by and among the Corporation and Dr. Grand, in substantially the form attached hereto as Exhibit B:

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WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to enter into those certain First Amendments to Employment Agreements, effective as of January 1, 1997 (the "First Amendments"), by and among the Corporation and each of Dr. Kuttler, Dr. Glicksman and Dr. Mars, in substantially the forms attached hereto as Exhibits C, D and E, respectively;

WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to enter into that certain Amended and Restated Shareholders' Agreement, effective as of January 1, 1997 (the "Amended and Restated Shareholders' Agreement"), by and among the Corporation and Dr. Kuttler, Dr. Glicksman, Dr. Mars and Dr. Grand, in substantially the form attached hereto as Exhibit F;

WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to change the name of the Corporation to Kuttler, Glicksman, Mars & Grand Dental, P.A. by causing to be executed and filed with the Florida Secretary of State the Articles of Amendment to the Articles of Incorporation (the "Articles"), in substantially the form attached hereto as Exhibit G, as soon as is practicable hereafter;

WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to authorize the purchase of life and/or disability insurance on behalf of Dr. Grand, and to increase, if necessary, the life and disability coverage currently maintained on behalf of Drs. Kuttler, Glicksman and Mars, in such amounts as are deemed necessary and appropriate (the "Insurance");

WHEREAS, \$156,101 in accumulated earnings on the Corporation's balance sheet as of December 31, 1995 (the "Funds") were retained by the Corporation and not distributed to its shareholders; and

WHEREAS, effective January 1, 1997, Dr. Kuttler, Dr. Glicksman and Dr. Mars loaned an aggregate of \$60,000 to the Corporation (the "Loans");

WHEREAS, the shareholders and directors of the Corporation have determined that it is in the best interest of the Corporation to adopt a Harassment Policy, in the form attached hereto as Exhibit H (the "Harassment Policy");

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Plan, the Employment Agreement, the First Amendments, the Amended and Restated Shareholders' Agreement and the Articles (collectively, the "Agreements") be, and the same hereby are, in all respects approved; and that the President of the Corporation be, and hereby is, authorized to execute, in the name and on behalf of the Corporation, and to deliver the Agreements in substantially the form attached hereto, with such additions, deletions or changes therein as the officer executing the same shall approve (the execution thereof by such officer to be conclusive evidence of his approval of any such additions, deletions or changes), such

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execution to be in the name and on behalf of the Corporation, at such time and in such number of counterparts as such officer shall deem proper;

BE IT FURTHER RESOLVED, that the Corporation be, and it hereby is, authorized to issue, sell and deliver the Stock to the Grand P.A. upon consummation of the Plan, and to facilitate the transfer of the Stock to Dr. Grand upon dissolution of the Grand P.A.;

BE IT FURTHER RESOLVED, that, effective January 1, 1996, the Funds will be deemed to have been distributed to Drs. Kuttler, Glicksman and Mars commensurate with their stockholdings on such date, and then loaned to the Corporation with interest at the rate of 6% per annum, payable as funds of the Corporation are available from time to time;

BE IT FURTHER RESOLVED, that the Corporation hereby adopts the Harassment Policy;

BE IT FURTHER RESOLVED, that, to the extent any resolutions of the Corporation may be in conflict with any of the foregoing resolutions, they hereby are revoked.

Dated: March 30, 1997

Miles B. Kuntler, D.M.D.

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