

601053

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*** BOARD CERTIFIED
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AND CERTIFIED MEDIATOR

ADDITIONAL JURISDICTIONS

* ADMITTED IN ILLINOIS
** ADMITTED IN U.S. VIRGIN ISLANDS
*** ADMITTED IN MICHIGAN
† ADMITTED IN WASHINGTON, D.C.
†† ADMITTED IN OHIO
††† LL.M. IN OCEAN AND COASTAL LAW

November 30, 1999

VIA CERTIFIED MAIL/RETURN RECEIPT REQUESTED
ARTICLE NUMBER: P 967 628 922

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12/06/99--01016--003

*****43.75 *****43.75

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

Re: Sheldon R. Mann, D.D.S., P.A.
Client/Matter #: 36490/43328

To Whom it May Concern:

Enclosed please find Articles of Amendment and Restatement of the Articles of Incorporation of Sheldon R. Mann, D.D.S., P.A. for filing with the State, as well as a check in the amount of \$43.75 for this service. I have also enclosed an additional copy of the Articles to be certified and returned to the following:

Bruce P. Chapnick, Esq.
Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

Should you have any questions or concerns regarding this request, please contact the undersigned.

Amended & Restated Art.

V. SHEPARD DEC 15 1999

FILED
99 DEC -6 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
November 30, 1999
Page 2

Very truly yours,

ICARD, MERRILL, CULLIS,
TIMM, FUREN & GINSBURG, P.A.

A handwritten signature in black ink that reads "Talia R. Kohne". The signature is written in a cursive, flowing style.

Talia R. Kohne
Assistant to Bruce P. Chapnick, Esq.

/trk
Enclosures

F:\USERS\BPC\CLIENTS\WMANN\DEP-STAT.LTR

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
SHELDON R. MANN, D.D.S., P.A.**

**FILED
99 DEC -6 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation.

1. This Corporation hereby amends and restates its Articles of Incorporation originally dated May 29, 1969 and filed on June 2, 1969, as amended on March 1, 1973, June 1, 1978, January 25, 1995 and June 30, 1999, and filed as Document Number 601053.
2. The name of the Corporation is Sheldon R. Mann, D.D.S., P.A.
3. These Articles of Amendment and Restatement of the Articles of Incorporation of Sheldon R. Mann, D.D.S., P.A., were adopted on August 4, 1999.
4. This Corporation's Articles of Incorporation are hereby amended and restated, as follows:

ARTICLE I - NAME

The name of the professional service corporation is Sheldon R. Mann, D.D.S., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is Sheldon R. Mann, D.D.S., P.A., 1515 South Osprey Avenue, #A2, Sarasota, Florida 34239.

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of dentistry and endodontistry to the public and other related professional services permitted by Florida Law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be Five Thousand (5000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice dentistry and endodontistry in the State of Florida.

ARTICLE VI - REGISTERED AGENT AND ADDRESS

The street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, Florida 34237. The registered agent at that address is Bruce P. Chapnick, Esquire.

ARTICLE VII - DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name(s) and address(es) of the member(s) of the first board of directors are: Sheldon R. Mann, D.D.S.

ARTICLE VIII - INCORPORATOR

The name and address of the original incorporator to these Articles of Incorporation is:

Richard W. Ehlers, D.D.S.
1705 South Osprey Avenue
Sarasota, Florida 34239

ARTICLE IX - RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as, the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service

corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry and endodontistry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

ARTICLE XI - INDEMNIFICATION

The professional service corporation shall indemnify each of its officers, directors, employees and agents to the fullest extent permitted by applicable law.

5. The Articles of Amendment and Restatement of the Articles of Incorporation requires Shareholder approval. These Articles of Amendment and Restatement of the Articles of Incorporation were approved by the Shareholders. The number of votes cast for the Articles of Amendment and Restatement of the Articles of Incorporation were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Officer of this Corporation has executed these Articles of Amendment and Restatement of Articles of Incorporation as of August 4, 1999.

SHELDON R. MANN, D.D.S., P.A.

By: 
Sheldon R. Mann, D.D.S.
President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Sheldon R. Mann, D.D.S., P.A., at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

 *Bruce P. Chapnick, Registered Agent*
Bruce P. Chapnick, Registered Agent

Date: 11/30/99

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