

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : THE FARR LAW FIRM
Account Number : 103654001666
Phone : (941) 639-1158
Fax Number : (941) 639-0028

**DISSOLUTION OR WITHDRAWAL
CHARLOTTE DENTAL ASSOCIATES, P.A.**

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|-----------------------|---------|
| Certificate of Status | 0 |
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**ARTICLES OF DISSOLUTION
FOR
CHARLOTTE DENTAL ASSOCIATES, P.A.,
a Florida professional corporation**

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Pursuant to section 607.1403 and 621.13, Florida Statutes (2010), this Florida professional corporation submits the following articles of dissolution:

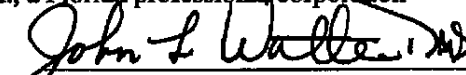
1. The name of the professional corporation as currently filed with the Florida Department of State is CHARLOTTE DENTAL ASSOCIATES, P.A.
2. The Articles of Incorporation were filed on February 1, 1983, and assigned document number G20646.
3. The date the dissolution was authorized is January 26, 2011.
4. The effective date of the dissolution is January 28, 2011.
5. The dissolution of the professional corporation was approved by the unanimous written consent of all of the shareholders in lieu of a meeting as provided by section 607.0704, Florida Statutes (2010). No voting by voting groups was required.

IN WITNESS WHEREOF, the undersigned hereby execute this written consent and adoption effective as of the date hereof.

DATED as of the 28th day of January, 2011.

CHARLOTTE DENTAL ASSOCIATES,
P.A., a Florida professional corporation

By:


John L. Watters, II, President

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**WRITTEN ACTION AND CONSENT
OF THE OF SHAREHOLDERS OF
CHARLOTTE DENTAL ASSOCIATES, P.A.,
a Florida professional association**

The undersigned being all of the shareholders of CHARLOTTE DENTAL ASSOCIATES, P.A., a Florida professional association (the "Corporation") hereby consent to and adopt the following resolutions:

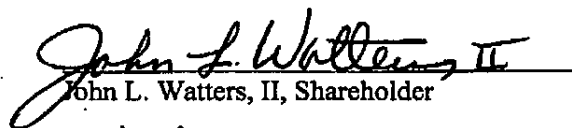
RESOLVED, that the shareholders desire to provide for the dissolution of the Corporation and as otherwise set forth herein. The shareholders therefore execute this written resolution authorizing the dissolution of the Corporation and directing the president of the Corporation to file Articles of Dissolution with the Secretary of State.

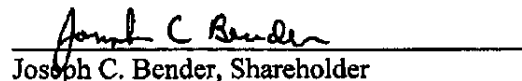
RESOLVED, that the shareholders shall cause the liquidation and distribution of the assets of the Corporation as follows:

- a. First, in payment of all of the valid outstanding debts of the Corporation; and
- b. Second, any remaining assets shall be delivered to the shareholders in accordance with their respective capital accounts.

IN WITNESS WHEREOF, the undersigned, being all of the shareholders of CHARLOTTE DENTAL ASSOCIATES, P.A. hereby execute this written consent and adoption effective as of the date hereof:

DATED as of the 26th day of January, 2011.


John L. Watters, II, Shareholder


Joseph C. Bender, Shareholder

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