

# J98717

## HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK  
EDWARD C. AKEL  
KATHLEEN HOLBROOK COLD  
DANIEL D. AKEL  
H. LEON HOLBROOK, III  
JOHN R. STIEFEL, JR.  
THOMAS R. RAY

TELEPHONE  
(904) 356-6311

FACSIMILE  
(904) 356-7330

December 17, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-12/21/98--01100--013  
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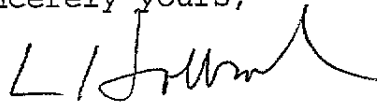
Re: DOCTORS DENTAL SERVICES, INC.

Dear Sir/Madam:

Enclosed are an original and one copy of Amendment to Articles of Incorporation of Doctors Dental Services, Inc. Please file the original and return a stamped copy to me. Enclosed is a check in the amount of \$35.00 for the fee.

Thank you very much for your cooperation.

Sincerely yours,



H. LEON HOLBROOK

HLH/ss  
Enclosure  
cc: Ms. Sharon Clark  
Richard Brock, C.P.A.

FILED  
98 DEC 21 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend  
LFF 1-6-99

FILED

98 DEC 21 AM 9:31

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
DOCTORS DENTAL SERVICES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of DOCTORS DENTAL SERVICES, Inc. are hereby amended so that Article III shall hereafter read as follows:

"ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 Shares of Class "A" Voting Common  
Stock of par value of \$.01 per share.

100,000 Shares of Class "B"  
Restricted Voting Common Stock of  
par value of \$.01 per share.

All of the original authorized common stock in the amount of 2,000 shares of Voting Common stock and 8,000 shares of Non-voting Common stock all of par value of \$1.00 are hereby converted into Class "A" stock.

Class "A" Voting Common stock shall be entitled to elect at least 60% of the directors of the corporation and in all other respect shall have unlimited voting power.

Class "B" Restricted Voting Common stock shall be entitled to elect not more than 40% of the directors of the corporation and in addition Class "B" shall be restricted from voting on the following subjects:

1. Any contracts or action relating to the relationship between Smilecare Dental Associates, P.A. and Doctors Dental Services, Inc.

2. Any action or decision to sell Doctors Dental Services, Inc.

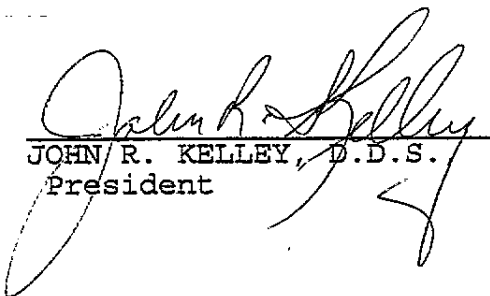
3. Any action or decision to alter or change the dividend or bonus policy of Doctors Dental Services, Inc.

4. The annual distribution of stock bonuses by Doctors Dental Services, Inc.

The only difference between Class "A" and Class "B" stock shall be in their voting rights and there shall no other differences, including, but not limited to no differences in rights to distributions and liquidation proceeds."

This Amendment was adopted by the stockholders and directors on September 16, 1998. The Amendment was approved by the majority vote of all stockholders of Voting Common stock entitled to vote and by the majority vote of all stockholders of Non-Voting Common stock entitled to vote. The majority vote of the stockholders of each class was sufficient for approval of the Amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 16th day of December 1998.

  
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JOHN R. KELLEY, D.D.S.  
President