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ESTATE PLANNING & ADMINISTRATION

(813) 251-8659  
FAX (813) 254-6153

February 18, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100003142071--3  
-02/21/00--01132--016  
\*\*\*125.00 \*\*\*125.00

Re: INSTITUTIONAL DENTAL SERVICES  
OF SOUTHWEST FLORIDA, PL

Dear Sir or Madam:

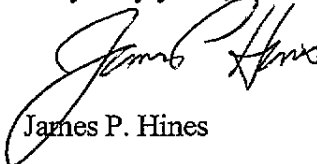
Enclosed please find an original and one copy of the Articles of Organization for the above-captioned limited liability company and our check in the amount of \$125.00 to cover the cost of the following:

Filing Fee	\$100.00
Registered Agent Fee	25.00
	<u>\$125.00</u>

Please note that the effective date of the Company's existence is March 1, 2000. Please file the Articles of Organization, date stamp the enclosed copy and return it to our office. Thank you for your assistance.

Name Availability	
Document Examiner	DCC
Updater	DCC
CHN:sr Updater	
Enclosures	DCC
cc: Paul G. Grumbach, D.D.S.(w/o encl.)	
Acknowledgement	DCC
W. P. Verifier	DCC

Very truly yours,

  
James P. Hines

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## **ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

The undersigned organizer and representative, desiring to form a limited liability company pursuant to the provisions of the Florida Professional Service Corporation And Limited Liability Company Act, hereby submits, and files with the Florida Department of State, these Articles of Organization.

### **ARTICLE I - Name**

The name of the limited liability company created hereby (hereinafter, "the Company") is:  
**INSTITUTIONAL DENTAL SERVICES OF SOUTHWEST FLORIDA, PL**

### **ARTICLE II – Nature of Business**

The Company will be engaged in the business of providing dental services and dental consulting services for both non-profit entities and for profit entities, including facilities operated by state or local governments for the benefit of mentally retarded persons.

### **ARTICLE III – Powers**

The Company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, all powers permitted by the Florida Limited Liability Company Act and the Florida Professional Service Corporation And Limited Liability Company Act, and the power to:

- (a) Sue and be sued, and defend, in its name.
- (b) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (c) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of, all or any part of its property.
- (d) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of any other entity.
- (e) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the Company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make

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other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

(f) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.

(g) Conduct its business, locate offices, and exercise the powers granted by Florida Statutes Chapter 608 within or without the State of Florida.

(h) Select managers and appoint officers, directors, employees, and agents of the Company, define their duties, fix their compensation, and lend them money and credit.

(i) Make donations for the public welfare or for charitable, scientific, or educational purposes.

(j) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, retirement plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.

(k) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(l) Make payments or donations or do any other act not inconsistent with law that furthers the business of the Company.

#### **ARTICLE IV - Address**

The mailing address and street address of the principal office of the Company shall be as follows:

28 Catalpa Court  
Fort Myers, Florida 33919

#### **ARTICLE V - Duration**

The existence of the Company shall commence on March 1, 2000, and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

#### **ARTICLE VI - Management**

The Company shall be managed by a managing member, and the name and address of said managing member is:

Paul G. Grumbach, D.D.S.  
28 Catalpa Court  
Fort Myers, Florida 33919

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Paul G. Grumbach, D.D.S.  
28 Catalpa Court  
Fort Myers, Florida 33919

The members may admit additional members. An additional member may be admitted pursuant to the written consent of a majority in interest of the members in existence prior to the admission of any such additional member. For the foregoing purpose, a majority in interest of the members shall constitute any combination of the members that own more than fifty percent (50%) of the ownership interests in the Company.

The ownership interests of the members referred to in Article VII hereinabove are as follows:

**ARTICLE X - Registered Office and Agent**

IN WITNESS WHEREOF, the undersigned representative has executed these Articles of Organization, and hereby acknowledges that the facts stated herein are true.

  
James P. Hines, Esq.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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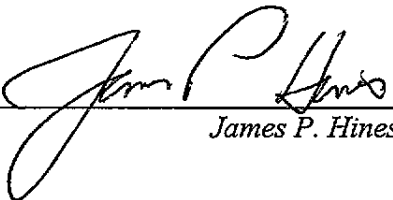
PURSUANT TO THE PROVISIONS OF FLORIDA STATUTE SECTION 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **INSTITUTIONAL DENTAL SERVICES OF SOUTHWEST FLORIDA, PL**

2. The name and the Florida street address of the registered agent are:

James P. Hines, Esq.  
Hines Norman & Associates, P.L.  
315 South Hyde Park Avenue  
Tampa, Florida 33606

*Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.*

  
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James P. Hines, Esq.