

Sent by: FISHER, TOUSEY, LEAS & BALL  
Division of Corporations

904 355 0233

08/05/05 2:39PM JetFax #95 Page 1

Page 1 of 1

05000077601

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

5  
8/5

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000187947 3)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0383

M. HODGES

From:

Account Name : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904) 356-2600  
Fax Number : (904) 355-0233

RECEIVED  
05 AUG -5 PM 2:56  
DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**Draper & McKinney Dental Group, PLC**

Certificate of Status	1
Certified Copy	1
Page Count	034
Estimated Charge	\$160.00

05 AUG -5 PM 3:28

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000187947

**ARTICLES OF ORGANIZATION**  
*of*  
**DRAPER & MCKINNEY DENTAL GROUP, PLC**

The undersigned, a dentist duly licensed to render professional services as such in the State of Florida, hereby makes, subscribes, acknowledges and files these Articles of Organization to form a professional limited liability company in accordance with the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the professional limited liability company shall be Draper & McKinney Dental Group, PLC (the "Company").

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Company is located at, and its mailing address is, 7410 Merrill Road #2, Jacksonville, Florida 32211.

**ARTICLE III**  
**DURATION**

This Company shall exist perpetually. Existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, existence shall commence upon filing by the Department of State.

**ARTICLE IV**  
**BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this Company, or the objects or purposes of the Company, shall be as follows:

(a) to engage in every aspect in the practice of dentistry and all its fields of specializations as are usually engaged in by dentists;

(b) to engage and render the professional services involved only through its officers, agents and employees who shall be dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this Company;

H05000187947

H05000187947

(c) to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments and to own real and personal property necessary for the rendering of the above-described professional services; and

(d) to do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Organization or any amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this Company.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this Company otherwise permitted by law.

#### **ARTICLE V REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are: Stephen W. Draper; 7410 Merrill Road #2, Jacksonville, Florida 32211.

#### **ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

#### **ARTICLE VII ADMISSION OF MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company. Each member must be duly licensed or otherwise legally authorized to practice dentistry in the State of Florida. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have the authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

#### **ARTICLE VIII TERMINATION OF EXISTENCE**

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved upon the consent of all of the members.

H05000187947

Sent by: FISHER, TOUSEY, LEAS & BALL

804 355 0233;

08/05/05 2:40PM; JetFax #96; Page 4/5

FROM : Center For TMJ

FAX NO. : 9047455122

Aug. 04 2005 04:00PM P2

Sent by: FISHER, TOUSEY, LEAS & BALL

804 355 0233;

08/02/05 5:10PM; JetFax H05000187947

#### ARTICLE IX MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed company. Each of the managers shall be of full age and shall be duly licensed or otherwise legally authorized to practice dentistry in the State of Florida. The managers shall be elected in the manner set forth in the Operating Agreement. The managers shall hold the offices and have the responsibilities accorded to them by the members as set out in the Operating Agreement.

IN WITNESS WHEREOF, the undersigned authorized representative of a member has made and subscribed these Articles of Organization in Jacksonville, Florida for the foregoing uses and purposes this 5th day of August, 2005.



Stephen W. Draper

Sent by: FISHER, TOUSEY, LEAS & BALL

904 355 0233;

08/05/05 2:41PM; JotFax #88; Page 5/5

FROM : Center For TMJ

FAX NO. : 9047455122

Aug. 04 2005 04:00PM P3

Sent by: FISHER, TOUSEY, LEAS & BALL

904 355 0233;

08/02/05 5:10PM;

H05000187947

### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, Draper & McKinney Dental Group, PLC, a Florida professional limited liability company (the "Company"), submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Company is: DRAPER & MCKINNEY DENTAL GROUP, PLC.
2. The name and address of the registered agent and office are: Stephen W. Draper; 7410 Merrill Road #2, Jacksonville, Florida 32211.

### ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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 the Professional Service Corporation and Limited Liability Company Act of the Florida Statutes.

DATED: This 5th day of August, 2005.

  
Stephen W. Draper, Registered Agent