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FLORIDA/FOREIGN LIMITED LIABILITY CO.

W. MICHAEL INGALLS, D.D.S., P.L.

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**ARTICLES OF ORGANIZATION  
OF  
W. MICHAEL INGALLS, D.D.S., P.L.**

The undersigned, acting as an authorized representative of the initial member of the above captioned professional limited liability company, under the provisions of the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and the Florida Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, adopts the following Articles of Organization:

**ARTICLE I  
NAME**

The name of this professional limited liability company is W. Michael Ingalls, D.D.S., P.L. (the "Company"), and its principal office and mailing address is 245 Waymont Court, Lake Mary, Florida 32746.

**ARTICLE II  
EFFECTIVE DATE**

The Company shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

**ARTICLE III  
PURPOSE OF ORGANIZATION**

The Company is organized for the purpose of engaging in any purpose allowed under the law including, but not limited to:

- (a) to engage solely and specifically in the business of carrying on the practice of dentistry and dental medicine and the provision of related healthcare services, through licensed dental professionals employed by it;

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(b) to contract with one or more parties to manage all or a portion of its dental practice;

(c) to invest in real estate, mortgages, stocks, bonds or any other type of investments;

(d) to own or lease real and personal property necessary for the rendering of the above professional services;

(e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and

(f) in general, to have and exercise all powers conferred by the laws of Florida upon professional limited liability companies, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

Without in any way limiting the foregoing, the Company may do all other acts and things which may be necessary, appropriate or incidental to the carrying out of a professional dentistry services under the provisions of the Florida Professional Service Corporation and Limited Liability Company Act. In addition to the specific purposes set forth in this Article III, the Company is also organized to enable its members to engage in any lawful activity that may be engaged in by a professional limited liability company organized under Florida law.

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**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company shall be 2601 Technology Drive, Orlando, Florida 32804, and the initial registered agent of the Company at such address is Rulon D. Munns.

**ARTICLE V**  
**MANAGEMENT OF THE COMPANY**

The Company shall be managed by its members in the manner set forth in the Company's Operating Agreement.

**ARTICLE VI**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend or repeal an Operating Agreement governing the operation of the Company shall be vested in its members.

**ARTICLE VII**  
**INDEMNIFICATION**

If the criteria set forth in §608.4363, *Florida Statutes*, or any successor statute, and the Company's Operating Agreement have been met, then the Company shall indemnify any manager or member, or former manager or member, his or its personal representatives, devisees or heirs, in the manner and to the extent contemplated by §608.4363, *Florida Statutes*.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles of Organization this 19<sup>th</sup> day of April, 2006.

  
Randy K. Stern, Authorized Representative

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 608.415, *Florida Statutes*, W. Michael Ingalls, D.D.S., P.L., desiring to organize as a professional limited liability company under the laws of the State of Florida, by action of its members, hereby designates Rulon D. Munns, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 2601 Technology Drive, Orlando, Florida 32804, the business of its Registered Agent, as its Registered Office.

  
Randy K. Sterns Authorized Representative

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered agent of the above named Company and agree to act as such in accordance with the provisions of §§48.091 and 608.415, *Florida Statutes*.

  
Rulon D. Munns

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