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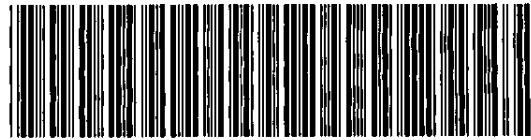
(Business Entity Name)

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10 JAN 12 AM 11:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
JAN 12 2010
EXAMINER

FILED
10 JAN 12 PM 2:40
SECRETARY OF STATE
DIVISION OF CORPORATIONS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wesley Chapel Orthodontics, PLLC
Name of Limited Liability Company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 12 PM 2:40

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Pamela K. Bailey, FRP, Paralegal

Name of Person

Bryant Miller Olive

Firm/Company

101 North Monroe Street, Suite 900

Address

Tallahassee, FL 32301

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pamela Bailey

Name of Person

at (850) 222-8611

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☒ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
WESLEY CHAPEL ORTHODONTICS, PLLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 12 PM 2:40

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), and Chapter 621 of the Florida Statutes (the "Professional Service Corporation and Limited Liability Company Act") for the purpose of forming a professional limited liability company (within the meaning of Section 621.03(3), Florida Statutes) under the laws of the State of Florida do set forth the following:

1. **NAME.**

The name of the limited liability company is WESLEY CHAPEL ORTHODONTICS, PLLC (hereinafter referred to as the "Company").

2. **PERIOD OF DURATION.**

The period of duration of the Company shall be from the date on which these Articles of Organization are accepted for filing by the Department of State, State of Florida, which shall be the effective date of the Company's existence, until the first to occur of the following:

- (i) Dissolution of the Company pursuant to the provisions of the Florida Limited Liability Company Act or the Professional Service Corporation and Limited Liability Company Act; or
- (ii) As provided for in any written Operating Agreement signed by all of the Members.

3. **PURPOSE.**

The purpose for which the Company is organized is to engage in and carry on the practice of orthodontics and dentistry in the State of Florida and in such other states as the Company and its Members may be qualified to practice, and all activities incident thereto. The Company shall have all of the powers vested in a professional limited liability company organized and existing by virtue of Chapter 608, Florida Statutes, and Chapter 621, Florida Statutes.

4. **ADDRESS OF PLACE OF BUSINESS.**

The initial mailing address and the street address of the place of business for the Company is 4014 West Estrella Street, Tampa, Florida 33629. Such address may be changed from time to time as provided in the Operating Agreement.

5. **REGISTERED AGENT.**

The initial registered agent in Florida for the Company is Michael L. Abdoney, D.D.S., and the initial registered office is located at 4014 West Estrella Street, Tampa, Florida 33629.

6. **CAPITAL CONTRIBUTIONS.**

The Members shall make such contributions to the capital of the Company initially and from time to time as may be provided for under the Operating Agreement.

7. **MEMBERS.**

(a) The Company shall have at least one (1) Member. All persons designated as "Members" shall have all of the rights of members allowed under Chapter 608, Florida Statutes, and Chapter 621, Florida Statutes, and such rights, duties and obligations as may be contained in the Operating Agreement.

(b) The Company may admit additional or substituted Members upon the prior unanimous written agreement of the then existing Members.

(c) A person may not be a Member unless such person is an individual who is duly licensed to practice orthodontics and/or dentistry in the State of Florida.

8. **CONTINUITY OF BUSINESS.**

So long as there are two (2) or more Members, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall not be dissolved without the prior written consent of all the remaining Members of the Company.

9. **MANAGEMENT.**


Management of the Company is reserved to its Members. The Members may, however, elect one or more Managing Members (each hereinafter, a "Manager") in the manner provided in the Operating Agreement. Any such Manager shall have the powers and authority expressly granted under the Operating Agreement.

10. **INDEMNIFICATION.**

Except as expressly limited or provided otherwise in the Operating Agreement, the Company shall indemnify any Member or former Member to the full extent permitted under the Florida Professional Service Corporation and Limited Liability Company Act.

Executed at Tampa, Florida, in the 20th day of January, 2010.

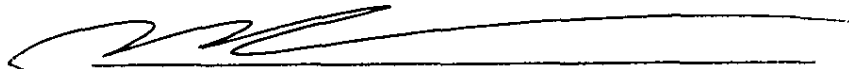
**WESLEY CHAPEL ORTHODONTICS, PLLC, a
Florida professional limited liability company**

By: 
Michael L. Abdoney
Members' Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **WESLEY CHAPEL ORTHODONTICS, PLLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415.

Executed this 02 day of January, 2010.



Michael L. Abdoney, Registered Agent