

ALBERT D. CELIO, P.A.
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April 7, 2000

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

Re: *Articles of Incorporation of
Donald A. Ray, D.D.S., M.S., P.A.*

Our File No.: 99-6407


Dear Sir or Madam:

Enclosed herewith are the executed original and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information to our office in the enclosed self-addressed, postage paid envelope provided for your convenience.

Also enclosed is check #2389 in the amount of \$70.00 drawn on this firm's Trust Account to cover the requisite fees. If you have any questions with regard to this filing request, please contact the undersigned. Thank you.

Very truly yours,

ALBERT D. CELIO, P.A.

By: 
Lorrie A. Corsetti, Legal Assistant.

FILED
00 APR 12 PM 12:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ADC/lac
Enclosures
cc: Donald A. Ray, D.D.S., M.S.

ARTICLES OF INCORPORATION

OF

DONALD A. RAY, D.D.S., M.S. , P.A.

FILED
00 APR 12 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of orthodontics in the State of Florida, hereby forms a professional corporation in accordance with the *Florida Professional Service Corporation Act*, and hereby adopts the following articles of incorporation for such corporation:

**ARTICLE I
NAME**

The name of the Corporation and its principal business location is:

DONALD A. RAY, D.D.S., M.S. , P.A.
385 Pineda Court
Suntree, Florida 32940

**ARTICLE II
DURATION**

The period of the corporation's duration shall be perpetual, or until dissolved upon a vote of the shareholders as hereafter provided.

**ARTICLE III
PURPOSE**

The purposes for which this corporation is formed are:

- A. To engage in the practice of orthodontics as a professional corporation and to own and operate an orthodontic practice for the purposes of providing orthodontic care and treatment.
- B. To promote orthodontic and scientific research and knowledge; to furnish related orthodontic services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.
- C. To do everything necessary, proper or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provision of these articles of incorporation.

D. The purposes and professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional orthodontic services in the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V
CAPITALIZATION**

The amount of capital with which the corporation will begin to practice the profession of orthodontics is not less than Five hundred (\$500.00) dollars.

**ARTICLE VI
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial Registered Agent of the corporation is Albert D. Celio, Esq., and the street address of the Registered Agent is Albert D. Celio, P.A., 976 Brevard Avenue, Rockledge, Florida 32955.

**ARTICLE VII
CORPORATE POWERS**

The corporation shall have all the rights and powers now or hereafter conferred on professional service corporations by the laws of the State of Florida.

**ARTICLE VIII
SUBSCRIBERS**

The name and address of the person signing these Articles of Incorporation as a subscriber is:

Donald A. Ray, D.D.S., M.S.
385 Pineda Court
Suntree, Florida 32940

**ARTICLE IX
DIRECTORS**

The corporation is to be managed by a board of directors. The number of directors

constituting the initial board of directors is one (1), and the name and address of the initial director is:

Donald A. Ray, D.D.S., M.S.
385 Pineda Court
Melbourne, Florida 32940

The initial director shall hold office until his successor is elected and qualifies as provided in the Bylaws. Thereafter the term of office of each director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X BYLAWS

The initial director shall submit the proposed Bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the Bylaws by a majority vote of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such Bylaws.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least fifty-one (51%) percent of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by them.

ARTICLE XII REGISTERED AGENT

Having been named to accept Service of Process for the above stated corporation, at the place designated in these articles of incorporation, I hereby accept to act in this capacity and agree to

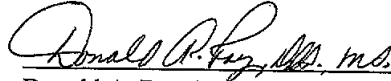
comply with the provisions of the *Florida Statutes* relative to keeping open said office



Albert D. Celio, Esq.
Registered Agent

00 APR 12 PM 2:55
FILED
NOTARY PUBLIC
STATE OF FLORIDA

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Rockledge, Florida, on the 7th day of April, 2000.



Donald A. Ray, D.D.S., M.S., Incorporator

STATE OF FLORIDA)
) ss
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me, this 7th day of April, 2000, by Donald A. Ray, D.D.S., M.S. , as Incorporator, who is personally known to me and who did take an oath.



Albert D. Celio, Notary Public
State of Florida

My commission expires: (SEAL)



OFFICIAL SEAL
ALBERT D CELIO
My Commission Expires
March 18, 2001
Comm. No. CC 621499