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**CRIDER CLARDY LAW FIRM** FILED

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00 MAY -8 AM 10: 57

**John Crider**  
**John S. Clardy III** †  
Admitted in FL and GA  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 4, 2000

Katherine Harris  
Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

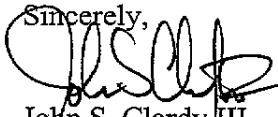
Re: **Incorporation of Thomas E. Worster, D.D.S., P.A.**

Dear Ms. Harris:

Enclosed please find an original and copy of Articles of Incorporation for filing with your office for the above referenced new corporation.

Also enclosed is a check in the amount of \$78.75 for the filing fees. After these Articles have been filed, please provide me with a certified copy of same.

Thank you for your attention in this matter.

Sincerely,  
  
John S. Clardy III

JSC:sp  
Enclosures

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ARTICLES OF INCORPORATION OF

THOMAS E. WORSTER, D.D.S., P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice the profession of Dentistry in the State of Florida, associate with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopt the following articles of incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation is THOMAS E. WORSTER, D.D.S., P.A.

ARTICLE II

PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 33 South Melbourne Street, Beverly Hills, County of Citrus, State of Florida 34465. The name of the initial registered agent of the corporation is John S. Clardy III whose address is 521 W. Fort Island Trail, Crystal River, Florida 34429.

ARTICLE III

DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

ARTICLE IV

PURPOSE

The purpose of the corporation is:

- a. To engage in the practice of Dentistry as a professional corporation and to own and operate a dental office for the purposes of providing dental and orthodontic care and treatment.
- b. To treat, prescribe, diagnose, or operate for any disease, pain, injury, deficiency, deformity or physical condition of human teeth, gums jaws, and adjacent tissues.

c. To furnish, construct, reproduce, or repair prosthetic dentures or bridges to be used and worn as substitutes for natural teeth.

d. To supply, repair, or construct orthodontic or various appliances used for the correction of malocclusion or deformities of other structures.

The sole and exclusive professional service to be rendered by the corporation is Dentistry.

## ARTICLE V

### CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 7,500 shares and shall have a value of \$1.00 per share.

## ARTICLE VI

### CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of dentistry is not less than \$1000.00.

## ARTICLE VII

### CORPORATE POWERS

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

## ARTICLE VIII

### INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Name	Address
THOMAS E. WORSTER, D.D.S.	33 South Melbourne Beverly Hills, FL 34465

## 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, and the name and address of the initial director is:

Name	Address
THOMAS E. WORSTER, D.D.S.	33 South Melbourne Beverly Hills, FL 34465

The initial director shall hold office until his successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

## ARTICLE X

### BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more fifteen(15) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of shareholders, the internal

affairs of the corporation are to be regulated and managed in accordance with the bylaws.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE XI  
DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders entitled to vote. 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 the shareholder.

The undersigned incorporator of this corporation, have executed these articles of incorporation at Citrus County, Florida on the 4 day of MAY, 2000.


  
THOMAS E. WORSTER, D.D.S.

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 4 day of MAY, 2000, by THOMAS E. WORSTER, D.D.S., who has produced a Florida Drivers License as identification.



John S. Clardy, III  
MY COMMISSION # CC793271 EXPIRES  
November 24, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for THOMAS E. WORSTER, D.D.S., P.A., I hereby accept the designation as Registered Agent for said Corporation and agree to act in this capacity.

  
JOHN S. CLARDY, III