

Law Offices

# HOLLAND & KNIGHT LLP

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May 19, 2000

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

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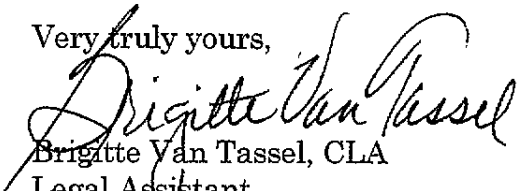
Re: Dale A. Stockton, D.M.D., P.A.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation of the above-named limited liability company which we will thank you to file. A check in the sum of \$122.50 covering the requisite filing fees is also enclosed.

Kindly return a certified copy to us in the enclosed prepared envelope.

Very truly yours,

  
Brigitte Van Tassel, CLA  
Legal Assistant

BVT:b  
Enclosures

FILED  
00 MAY 22 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. G. H. 1000

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**ARTICLES OF INCORPORATION**  
**OF**  
**DALE A. STOCKTON, D.M.D., P.A.**

FILED  
00 MAY 22 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607 and Chapter 621, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is DALE A. STOCKTON, D.M.D., P.A.

**ARTICLE II**

The existence of the Corporation shall begin on the date of filing these Articles with the Secretary of State.

**ARTICLE III**

The street address of the principal office of the Corporation is 2900 Lake Washington Road, Melbourne, Florida 32935.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is one hundred (100), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be

entitled to one vote for each share on all matters on which shareholders have the right to vote.

#### ARTICLE V

The initial street address of the Corporation's registered office is 2900 Lake Washington Road, Melbourne, Florida 32935. The initial registered agent for the Corporation at that address is Dale A. Stockton.

#### ARTICLE VI

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Dale Stockton	2900 Lake Washington Road Melbourne, Florida 32935
Sharon K. Stockton	970 Deer Run Drive Melbourne, Florida 32940

#### ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Dale A. Stockton	2900 Lake Washington Road Melbourne, Florida 32935

#### ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

## ARTICLE IX

This corporation is organized for the purpose of engaging in the professional practice of dentistry.

## ARTICLE X

This corporation shall render professional service only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within this state; provided, however, this provision shall not be interpreted to include in the term "employee," as used herein, clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required; and provided further, that nothing contained in this provision shall be interpreted to require that the right of an individual to be a shareholder of this corporation is dependent upon the present or future existence of an employment relationship between him or her and this Corporation or his or her present or future active participation in any capacity in the production of the income of the Corporation in the performance of the services rendered by the Corporation.

## ARTICLE XI

No shareholder of this corporation may sell or transfer his or her shares in the Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the Corporation.

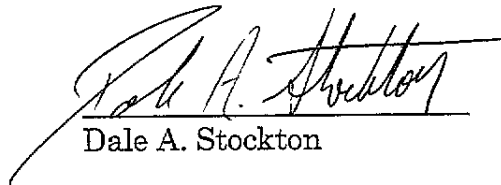
## ARTICLE XII

The Corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation is incorporated. No shareholder of the Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

## ARTICLE XIII

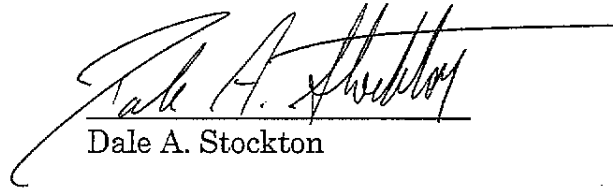
The Corporation shall not engage in any business other than the rendering of the professional services for which it was specifically organized; provided, however, nothing in this provision shall be interpreted to prohibit the Corporation from investing its funds in real estate, mortgages, stocks, bonds, or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19<sup>th</sup> day of May, 2000.

  
Dale A. Stockton

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for DALE A. STOCKTON, D.M.D., P.A., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).



Dale A. Stockton

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00 MAY 22 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA