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LAW OFFICES

VIHLEN & SILLS, P.A.

1173 SPRING CENTRE SOUTH BOULEVARD, SUITE C  
ALTAMONTE SPRINGS, FLORIDA 32714  
(407) 786-2200

SIDNEY L. VIHLEN, III  
PAUL M. SILLS

PLEASE REPLY TO:  
POST OFFICE BOX 161554  
ALTAMONTE SPRINGS, FLORIDA  
32716-1554  
TELECOPIER (407) 786-2247

June 28, 2000

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Filing of Articles of Incorporation for ADVANCED ORTHODONTIC  
PRACTICES, P.A.

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-07/11/00--01045--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To Whom it May Concern:

Enclosed with this letter, you will find the Articles of Incorporation for ADVANCED ORTHODONTIC PRACTICES, P.A. Please file this document with your office. Our check made payable to the Department of State in the amount of \$78.75 for the filing fee and a certified copy of the Articles are also enclosed.

If you need of any further information, please contact our office at (407) 786-2200.

Sincerely,

VIHLEN & SILLS, P.A.



Paul M. Sills

PMS/slr  
/enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 11 AM 9:05

7/14/00

**ARTICLES OF INCORPORATION**

**OF**

**ADVANCED ORTHODONTIC PRACTICES, P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUL 11 AM 9:05

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a professional service corporation under Chapter 621 of the Florida Statutes.

**ARTICLE I**  
**CORPORATE NAME**

The name of this professional service corporation is:

**ADVANCED ORTHODONTIC PRACTICES, P.A.**

**ARTICLE II**  
**CORPORATE EXISTENCE**

This professional service corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

**ARTICLE III**  
**PURPOSES**

The general nature of the business to be transacted by this professional service corporation is to hire licensed dentists, hygienists, and support personnel for the purpose of rendering orthodontic services as well as for the general practice of dentistry, to carry on any lawful business necessary or incidental to these purposes, and to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this personal service corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with no par value. All or any part of said stock of this corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, labor or services at a just valuation to be fixed by the Board of Directors of this corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

**ARTICLE V**  
**INITIAL OFFICE**

The initial street address of the principal office of this professional service corporation in the State of Florida is 1173 Spring Centre South Boulevard, Suite A, Altamonte Springs, Florida 32714. The directors may from time to time, move the principal office to any other address in the State of Florida. The corporation shall have the privilege of having one or more branch offices at other places within the State of Florida or outside the State of Florida as may be deemed necessary and be designated from time to time by the Board of Directors of this corporation.

**ARTICLE VI**  
**SHAREHOLDER AGREEMENTS**

The stockholders of this professional service corporation may enter into agreements between themselves with regard to their respective rights and duties with reference to the shares of stock of the corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of other stock, and such agreements shall be valid and the corporation may join as a party thereto.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This professional service corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

DR. WALTER R. BRYANT.....DIRECTOR

**ARTICLE VIII**  
**OFFICERS**

The initial officers of the corporation shall be a president, secretary and treasurer. The initial officers shall be elected at the organizational meeting of the Board of Directors and shall serve until the first annual meeting of the Board of Directors to be held immediately following the first annual meeting of the shareholders of the corporation. Thereafter, the officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately after the annual meeting of the shareholders of the corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1173 Spring Centre South Boulevard, Suite A, Altamonte Springs, Florida 32714; and the name of the initial registered agent of this personal service corporation at that address is **DR. WALTER R. BRYANT**.

**ARTICLE X**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE XII**  
**SUBSCRIBER**

The name and street address of the person signing these Articles of Incorporation is:

**DR. WALTER R. BRYANT**  
1173 Spring Centre South Boulevard, Suite A  
Altamonte Springs, Florida 32714

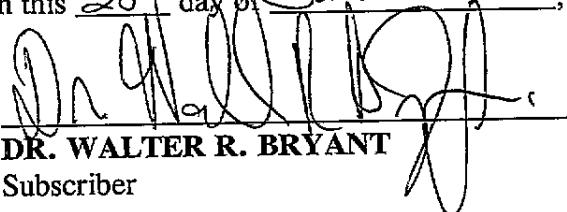
**ARTICLE XIII**  
**TRANSFER OF ASSETS**

This professional service corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets, including its good will, its corporation franchises or any property or assets essential to its corporate business, upon such terms and conditions as its Board of Directors deems expedient, and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding; provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of a mortgage, trust or pledge to secure the indebtedness of the corporation.

**ARTICLE XIV**  
**PROFESSIONAL SERVICE CORPORATION**

This corporation is intended to be a professional service corporation within the meaning of the Professional Service Corporation Act, and accordingly, the corporation, its officers, directors and stockholders shall be subject to all of the sections of said Act concerning the formation of the corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the corporation, its officers, directors and stockholders as stated in Chapter 621 of the Florida Statutes.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 28<sup>th</sup> day of JUNE, 2000.

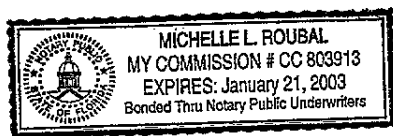
  
**DR. WALTER R. BRYANT**  
Subscriber

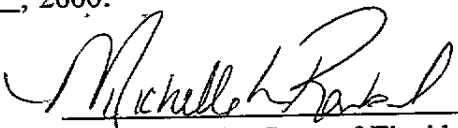
**STATE OF FLORIDA                    }**  
**COUNTY OF SEMINOLE            }**

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared, **DR. WALTER R. BRYANT**, who is either personally known by me, or who produced a Drivers License as identification, and who, after being duly sworn, acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

28<sup>th</sup> **WITNESS** my hand and official seal in the County and State last aforesaid on this the JUNE, 2000.

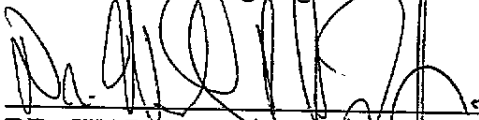
(SEAL)



  
Notary Public, State of Florida

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **ADVANCED ORTHODONTIC PRACTICES, P.A.**, which is contained in the foregoing Articles of Incorporation.

  
**DR. WALTER R. BRYANT**  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 11 AM 9:05