

Schrader, Johnson, Auvil & Brock, P.A.
Attorneys at Law

37837 Meridian Ave., Suite 314
Dade City, Florida 33525
Telephone (352) 567-2500
Facsimile (General) (352) 567-6813
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Federal I.D. #59-2985033

Please Reply To:
Post Office Box 2337
Dade City, Florida 33526-2337

Leonard H. Johnson*
Jerome G. Schrader**
Jonathan L. Auvil
P. Hutchison Brock, II
Ronda S. Tranter
*Also Admitted in New York and Colorado
*Certified Circuit Court Mediator
**Master of Laws in Taxation; CPA
**Board Certified in Wills, Trusts & Estates

July 28, 2000

Secretary of State, Division of Corporations
State of Florida
Post Office Box 2337
Tallahassee, Florida 32314

800003340178--9
-07/31/00-01091-019
*****78.75 *****78.75

RE: *Arnold, Moser, Walding and Associates*
Formation of Corporation

Dear Sir or Madam:

Pursuant to my conversation with your office last week, enclosed are the following items for the purpose of establishing a corporation to be known by the name of *Arnold, Moser, Walding and Associates*:

1. the **original** and one copy of the Articles of Incorporation; and
2. our firm check in the amount of \$78.75 (which represents the required filing fee of \$70.00 for establishing the new corporation, and the fee of \$8.75 for obtaining a certified copy of the Articles of Incorporation).

I provide a pre-addressed, stamped envelope for your convenience in returning the certified copy and all receipts to this office. Thank you in advance for your assistance. If you should have any questions, please do not hesitate to call.

Very truly yours,

JOHNSON, AUVIL & BROCK, P.A.

Janice L. Slavik

Janice L. Slavik, Legal Assistant

/jls

Enc.

\\HARNOLD, MOSER, WALDING AND ASSOCIATES\Florida Secretary of State.ltr01

FILED
00 AUG 10 PM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG 10 2000

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August 7, 2000

Via Express Mail Delivery

Attention: Teresa Brown
Office of the Secretary of State
State of Florida, Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EK296323535US

RE: *Arnold, Moser, Walding and Associates, P.A.*
Formation of Corporation

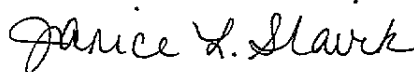
Dear Sir or Madam:

Pursuant to my conversation with your office last week, enclosed is the **original** and one copy of the revised Articles of Incorporation for the purpose of establishing a corporation to be known by the name of *Arnold, Moser, Walding and Associates, P.A.* Our firm check in the amount of \$78.75 (which represented the required filing fee of \$70.00 for establishing the new corporation, and the fee of \$8.75 for obtaining a certified copy of the Articles of Incorporation) was received by you previously.

I provide a pre-addressed, stamped envelope for your convenience in returning the certified copy and all receipts to this office. Thank you in advance for your assistance. If you should have any questions, please do not hesitate to call.

Very truly yours,

JOHNSON, AUVIL & BROCK, P.A.



Janice L. Slavik, Legal Assistant

/jls

Enc.

\\HARNOLD, MOSER, WALDING AND ASSOCIATES\Florida Secretary of State.ltr02

ARNOLD, MOSER, WALDING AND ASSOCIATES, P.A.

**ARTICLES OF INCORPORATION
FOR PROFESSIONAL CORPORATION**

FILED
00 AUG 10 PM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation shall be ***ARNOLD, MOSER, WALDING AND ASSOCIATES, P.A.***

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is:

- (a) The general practice of dentistry as authorized by the laws of the State of Florida.
- (b) To purchase or otherwise acquire, hold, own, and deal in real and personal property and any interest therein, necessary to carry out the intent and purpose of subparagraph (a) above, including, but not limited to, the office building in which the office of ***ARNOLD, MOSER, WALDING AND ASSOCIATES, P.A.***, will operate, and all equipment, books, and supplies necessary for the operation of a dental practice, to acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time

owned, held, or occupied by the Corporation, and to invest, trade, and deal in any real or personal property deemed beneficiary to the Corporation, and to encumber or dispose of any real or personal property at any time owned or held by the Corporation.

(c) To engage in no other business other than the rendition of the professional services specified herein.

(d) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III **CAPITAL STOCK**

(a) The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at a One Dollar and No/100 (\$1.00) per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

(c) Shares of the Corporation's stock and certificates shall be issued only to licensed dentists.

ARTICLE IV **DURATION**

The Corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT

The address of this Corporation's initial registered office is *37837 Meridian Avenue, Suite 314, in Dade City, Florida 33525*, and the name of its initial Registered Agent at said address is ***P. HUTCHISON BROCK, II.***

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is as follows:

Stephen J. Walding, III
36945 Laurel Oak Lane
Dade City, Florida 33525

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have a Board of Directors consisting of three (3) persons. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

Stephen J. Walding, III
36945 Laurel Oak Lane
Dade City, Florida 33525

Scott David Arnold
5811 Bent Grass Drive
Valrico, Florida 33594

Robert Gary Moser
5621 Lakeland Highlands Road
Lakeland, Florida 33813

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the Corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the Corporation, except that such shares shall not be entitled to dividends.

ARTICLE X
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI
INDEMNIFICATION

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

ARTICLE XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the above-named Incorporator has hereunto subscribed his name, this 7 day of August, 2000.

**ARNOLD, MOSER, WALDING
AND ASSOCIATES, P.A.**

By: 
Stephen J. Walding, III, Incorporator

STATE OF FLORIDA)
)
COUNTY OF PASCO)

BEFORE ME, the undersigned officer, this day personally appeared Stephen J. Walding, III, as Incorporator of **ARNOLD, MOSER, WALDING AND ASSOCIATES, P.A.**, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation, who is personally known, or who produced his Florida driver's license as identification, and who acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 7th day of August, 2000.

Janice L. Slavik

Notary Public, State of Florida

Print Name: Janice L. Slavik

(Notarial Seal)

My Commission Expires:



Janice L. Slavik
MY COMMISSION # C0654490 EXPIRES
August 30, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
AUG 10 PM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0505,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

ARNOLD, MOSER, WALDING AND ASSOCIATES, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the initial street address of **2090 East Flamingo Drive, in Bartow, Florida 33830**, and the mailing address of the corporation is **2090 East Flamingo Drive, in Bartow, Florida 33830**, has named **P. HUTCHISON BROCK, II**, located at **37837 Meridian Avenue, Suite 314, in Dade City, Florida 33525**, as its agent to accept service of process within the State of Florida.

**ARNOLD, MOSER, WALDING
AND ASSOCIATES, P.A.**

By: 
Stephen J. Walding, III, Incorporator

DATE: August 7, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.0505, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


P. Hutchison Brock, II, Registered Agent

DATE: August 7th, 2000