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August 14, 2000

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

100003365491--3
-08/21/00--01067--001
****122.50 *****78.75

Re: Filing of Articles of Incorporation for J. Michael Panczyszyn, D.D.S., P.A.

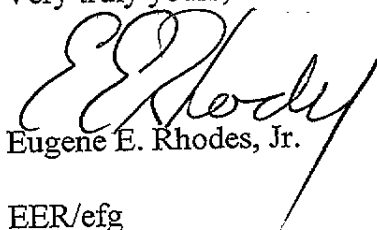
Ladies and Gentlemen:

I have enclosed the Articles of Incorporation of J. MICHAEL PANCZYSZYN, D.D.S., P.A., one copy of the articles of incorporation and my check in the amount of \$122.50 to cover the costs of filing as follows:

Filing fee	\$35.00
Certified Copy	52.50
Designation of Registered Agent	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Please file the articles and return a certified copy to my office at your earliest convenience. Thank you for your cooperation in this matter.

Very truly yours,


Eugene E. Rhodes, Jr.

EER/efg
Enclosures

cc: J. Michael Panczyszyn

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 21 AM 10:18

FILED

T. Burch AUG 25 2000

**ARTICLES OF INCORPORATION
FOR
J. MICHAEL PANCZYSZYN, D.D.S., P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 21 AM 10:19

FILED

The undersigned natural person, competent and licensed to practice dentistry in the State of Florida hereby adopts the following articles of incorporation for the purpose of forming a professional service corporation for profit under the laws of the State of Florida.

Article I. Name

The name of this professional service corporation is J. MICHAEL PANCZYSZYN, D.D.S., P.A.

Article II. Principal Office

The principal office and the mailing address of the professional service corporation is:

938 Bridgewater Drive, 3B
Port Orange, FL 32119

Article III. Capital Stock

A. The professional service corporation is authorized to issue One Thousand (1,000) shares, all of one class, at no par value.

B. Shares of the professional service corporation's stock and certificates shall be issued only to dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

Article IV. Initial Registered Office and Agent

The address of the initial registered office of this professional corporation is 938 Bridgewater Drive, 3B, Port Orange, FL 32119. The name of the professional service corporation's initial registered agent is J. MICHAEL PANCZYSZYN, D.D.S.

Article V. Incorporator

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

J. MICHAEL PANCZYSZYN, D.D.S.
938 Bridgewater Drive, 3B
Port Orange, FL 32119

Article VI. Board of Directors

A. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

B. The corporation shall have one director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the corporation. The name and street address of the initial director of the corporation is:

J. MICHAEL PANCZYSZYN, D.D.S.
938 Bridgewater Drive, 3B
Port Orange, FL 32119

Article VII. Purpose

The general nature and purpose of business to be transacted, promoted and carried on by the professional service corporation are as follows:

A. To engage in every aspect in the practice of dentistry, and all its fields of specializations.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

D. To engage in no other business other than the rendition of the professional services specified herein.

E. 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 VIII. Duration

The professional service corporation shall have perpetual existence.

Article IX. Severance and Termination of Employment

Any officers, directors, stockholders, agents or employees of this professional service corporation who become legally disqualified to render the professional services for which the corporation is organized, or accept employment that places restrictions or limitations their continued rendering of such professional services, shall forthwith sever all employment with this corporation. They shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by this corporation on account of professional services. Upon such disqualification of any shareholder, the corporation shall purchase such shareholder's shares and pay the shareholder all amounts owing and lawfully due to the shareholder by the corporation, except that such shares shall not be entitled to dividends.

Article X. Indemnification

The professional service corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

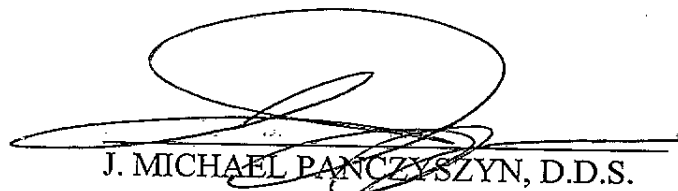
Article XI. Bylaw Amendment

The power to adopt, alter, amend or repeal bylaws of the professional service corporation shall be vested in the board of directors and the shareholders provided that such amendment be in compliance with the laws of Florida governing professional service corporations.

Article XII. Amendment

The professional service corporation may amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation.


J. MICHAEL PANCZYSZYN, D.D.S.

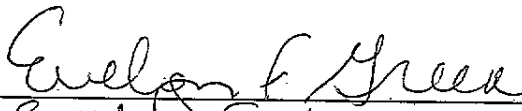
IN WITNESS WHEREOF, the undersigned, as the initial registered agent is familiar with and accepts the duties and responsibilities as registered agent for J. MICHAEL PANCZYSZYN, D.D.S., P.A.

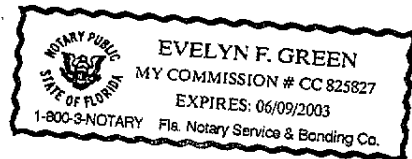

J. MICHAEL PANCZYSZYN, D.D.S.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 11 day of August, 2000 by J. MICHAEL PANCZYSZYN, D.D.S., who is:

personally known to me; or
 produced a Florida Driver License as identification; or
 produced _____ as identification.


Evelyn F. Green
(Print commissioned name under signature)
Notary Public, State of Florida



My commission expires: _____