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**FILED**  
 00 DEC 29 AM 11:49  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

828482/7000C  
 December 29, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Abdoney Pediatric Dentistry PA

*P000000117911*

500003516815--7  
 12/29/00 01040 004  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

**EFFECTIVE DATE**  
12-21-00

**Retrieval Request**

- Photocopy
- Certified Copy

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**RECEIVED**  
 00 DEC 29 AM 10:07  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

*Handwritten initials/signature*

ARTICLES OF INCORPORATION

OF

"ABDONEY PEDIATRIC DENTISTRY, P.A."

The undersigned, acting as the incorporator of ABDONEY PEDIATRIC DENTISTRY, P.A. under the Florida Business Corporation Act and the Professional Service Corporation Act, adopts the following Articles of Incorporation:

FILED  
00 DEC 29 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is:

"ABDONEY PEDIATRIC DENTISTRY, P.A."

EFFECTIVE DATE  
12-21-00

ARTICLE II. CORPORATE PURPOSE

The corporation may engage in every aspect of the practice of dentistry and shall not engage in any business other than the practice of dentistry.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the fifth business day preceding the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE IV. CORPORATE POWER

The corporation shall have all the powers granted to all corporations organized under the Florida Business Corporation Act and the Professional Service Corporation Act except that the corporation shall not have the power to engage in any business other than the rendition of the professional services for which it was incorporated as set forth in Article II. Notwithstanding the foregoing, the corporation may invest its funds in bonds, stocks, mortgages, real estate, and other types of investment, and the corporation may own any real and personal property that is necessary for the rendition of the professional services set forth in Article II.

ARTICLE V. RENDITION OF PROFESSIONAL SERVICES

The corporation shall render the professional services described in Article II only through its agents, officers, directors, employees, and representatives who are duly licensed or otherwise

legally authorized in the State of Florida to practice dentistry or provide the dental services requested. The terms "agents," "officers," "employees," and "representatives" shall not include 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.

#### ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

ABDONEY PEDIATRIC DENTISTRY, P.A.  
2220 East Bloomingdale Avenue, Suite A  
Valrico, Florida 33594

#### ARTICLE VII. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 100 shares of common stock, having a par value of \$1.00 per share.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have 1 director initially. The name and street address of the initial director is:

DR. MATTHEW F. ABDONEY  
2220 East Bloomingdale Avenue, Suite A  
Valrico, Florida 33594

#### ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2220 East Bloomingdale Avenue, Suite A, Valrico, Florida 33594 and the name of the corporation's initial registered agent at that address is DR. MATTHEW F. ABDONEY.

#### ARTICLE X. LIMITATION ON ISSUANCE AND TRANSFER OF STOCK

The corporation may issue its capital stock only to individuals who are duly licensed or otherwise legally authorized to practice dentistry in the State of Florida and who are agents, officers, or employees of the corporation. In the event that a shareholder:

- (a) becomes legally disqualified to practice dentistry in the state of Florida;
- (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon the rendition of professional services as a dentist;
- (c) sells, assigns, conveys, pledges, transfers, hypothecates, or otherwise disposes of, or attempts to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation to any person ineligible by law or by the Articles of Incorporation to be a shareholder in the corporation, or if the sale, pledge, transfer, assignment, conveyance, hypothecation, or other disposition of, or attempt to sell, assign, convey, pledge, transfer, hypothecate, or otherwise dispose of, any shares of capital stock in the corporation is made in a manner prohibited by law, the Articles of Incorporation, or the Bylaws of the corporation; or
- (d) suffers an execution to be levied upon his or her capital stock, or the capital stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in the capital stock in some person other than the shareholder;

the capital stock of the shareholder immediately shall be deemed forfeited; the corporation immediately shall cancel the shares of capital stock owned of record by the shareholder; and the shareholder or other person in possession of the capital stock shall be entitled only to receive payments for the value of the capital stock which, in the absence of a bylaw provision, a provision in the Articles of Incorporation, a written agreement between the corporation and its shareholders, or a written agreement among its shareholders, shall be the book value as of the last day of the month preceding the month in which any of the events enumerated above occurs. The shareholder whose shares of capital stock become forfeited and are cancelled by the corporation shall immediately cease to be a shareholder, and except as to the shareholder's right to receive payment for the capital stock in accordance with the foregoing provision and the payment of any other sums then lawfully due and owing to the shareholder by the corporation, the shareholder shall terminate his or her employment with the corporation and shall have no further financial interest of any kind in the corporation.

#### ARTICLE XI. ALIENATION OF STOCK

No shareholder of the corporation may sell, assign, convey, transfer, or otherwise dispose of any of his or her shares of capital stock in the corporation except to another individual who is duly qualified to be a shareholder of the corporation.

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent with the Articles of Incorporation, restraining the alienation of shares of capital stock of the corporation and providing for the purchase or redemption by the corporation of its shares of capital stock.


#### ARTICLE XII. INCORPORATORS

The name and street address of the incorporator is:

DR. MATTHEW F. ABDONEY  
2220 East Bloomingdale Avenue, Suite A  
Valrico, Florida 33594

The incorporator assigns to the corporation his rights under section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of the corporation; this assignment shall become effective on the date corporate existence begins.

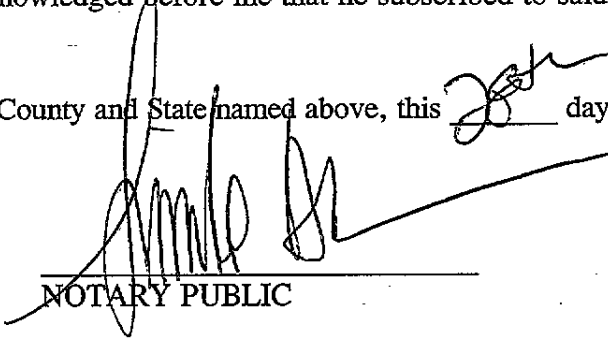
EXECUTED: 12/28, 2000

  
DR. MATTHEW F. ABDONEY  
as incorporator

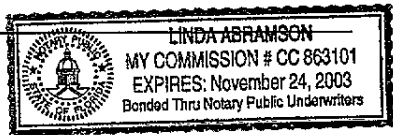
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, DR. MATTHEW F. ABDONEY, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 28 day of December, 2000.

  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



"ABDONEY PEDIATRIC DENTISTRY, P.A."

ACCEPTANCE OF REGISTERED AGENT

FILED  
00 DEC 29 AM 11:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.050, Florida Statutes, the following is submitted:

That ABDONEY PEDIATRIC DENTISTRY, P.A., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 2220 East Bloomingdale Avenue, Suite A, Valrico, Florida 33594, has named DR. MATTHEW F. ABDONEY, as its agent to accept service of process within the State of Florida at that address.

Having been named to accept service of process for ABDONEY PEDIATRIC DENTISTRY, P.A. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTED: 12/28, 2000

DR. MATTHEW F. ABDONEY  
as incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, DR. MATTHEW F. ABDONEY, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 28<sup>th</sup> day of December, 2000.

NOTARY PUBLIC

MY COMMISSION EXPIRES:

