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R. NEIL JOHNSON

June 12, 2001

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

FILED
01 JUN 21 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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*****78.75 *****78.75

RE: Flagler Dental, P.A.

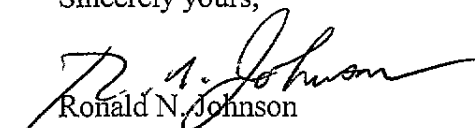
Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation for filing for the above-captioned corporation and my Trust Account Check in the amount of \$78.75, which represents the filing fee and amount charged for the certified copy.

Please mail the certified copy of the Articles to me at the above address.

Thank you,

Sincerely yours,


Ronald N. Johnson
Attorney at Law

RNJ/lb
enclosures

LOWE JUN 22 2001

**ARTICLES OF INCORPORATION
OF
FLAGLER DENTAL, P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice dentistry under the laws of the state of Florida adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statutes Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation shall be:

FLAGLER DENTAL, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 215 South 3rd Street, Flagler Beach, Florida 32136.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of dentistry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional service.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$5.00 per share value. None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the state of Florida.

ARTICLE VI. ADDRESS

The address of the initial registered office of this professional service corporation is 215 South 3rd Street, Flagler Beach, Florida 32136. The name of the initial registered agent at that address is Mark L. Johnson, D.D.S.

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ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

1. Mark L. Johnson, D.D.S., 29 Magnolia Drive, North, Ormond Beach, Florida 32174.

ARTICLE VIII. SUBSCRIBER

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

1. Mark L. Johnson, D.D.S., 29 Magnolia Drive, North, Ormond Beach, Florida 32174.

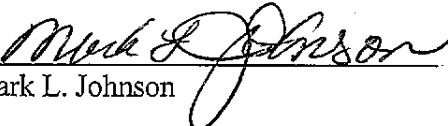
ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or any separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provision regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the dispositions shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provision is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional service, that shareholder's share of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to 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 subscriber executed these articles of incorporation on 12 day of June, 2001.


Mark L. Johnson

I HEREBY CERTIFY that before me this day personally appeared Mark L. Johnson, to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 12th day of June, 2001.



(SEAL) Ronald N. Johnson
MY COMMISSION # CC953473 EXPIRES
September 5, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Ronald N. Johnson
Notary Public, State of Florida
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR

THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That FLAGLER DENTAL, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Flagler Beach, County of Flagler, State of Florida has named Mark L. Johnson located at 215 South 3rd Street, Flagler Beach, Florida 32136, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, I hereby accept to act in such capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Mark L. Johnson
Mark L. Johnson
Registered Agent