

# PO1000065199

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Phone : (305) 634-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

GREGORY J. TARANTOLA, D.D.S., P.A.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**

**OF**

**GREGORY J. TARANTOLA, D.D.S., P.A.**

The undersigned individual, licensed to practice the profession of 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 Chapter 607, Florida General Corporation Act, and the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this Corporation shall be Gregory J. Tarantola, D.D.S., P.A.

**ARTICLE II**  
**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in every aspect in the practice of dentistry and all its fields of specialization, including dental surgery, as licensed and allowed by the State of Florida Board of Dentistry and the American Dental Association or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

B. To engage and render the professional services involved only through its officers, agents and employees who shall be duly licensed, when required, or otherwise legally authorized within the State of Florida to render the same professional services as this Corporation.

C. To engage in the practice of dentistry as a professional corporation and to own and operate a dental office for the purposes of providing dental and orthodontic care and treatment.

D. To treat, prescribe, diagnose, or operate for any disease, pain, injury, deficiency, deformity or physical condition of human teeth, gums jaws, and adjacent tissues.

E. To furnish, construct, reproduce, or repair prosthetic dentures or bridges to be used and worn as substitutes for natural teeth.

**THIS INSTRUMENT PREPARED BY:**  
**J. L. QUINTANA, ESQUIRE**  
**QUINTANA & ASSOCIATES, P.A.**  
**338 MINORCA AVENUE**  
**CORAL GABLES, FL. 33133**  
**TELEPHONE (305) 446-0300**  
**FLORIDA BAR #0768987**

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OF GREGORY J. TARANTOLA, D.D.S., P.A.**

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F. To supply, repair, or construct orthodontic or various appliances used for the correction of malocclusion or deformities of other structures.

G. 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.

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

I. The purposes of this Corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional dental or orthodontic services in 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 10,000 shares of common stock having a par value of \$0.01 per share.

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 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  
EFFECTIVE DATE AND DURATION**

The Corporation shall commence its existence at the time of the filing of these Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V  
REGISTERED AGENT**

The address of this Corporation's initial registered office is 81 Edgewater Drive, #2, Coral Gables, Florida 33133 and the name of its initial registered agent at said address is Gregory J. Tarantola.

**ARTICLE VI  
INCORPORATOR**

The name and address of the Incorporator is Gregory J. Tarantola, 81 Edgewater Drive, #2, Coral Gables, Florida 33133.

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OF GREGORY J. TARANTOLA, D.D.S., P.A.**

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**ARTICLE VII  
BOARD OF DIRECTORS**

The Corporation shall have an initial board of directors consisting of at least one person. 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. The names and address of the initial director of this Corporation is:

Gregory J. Tarantola  
81 Edgewater Drive, #2  
Coral Gables, Florida 33133

**ARTICLE VIII  
OFFICES**

The principal office of the Corporation and/or mailing address shall be established and maintained at 81 Edgewater Drive, #2, Coral Gables, Florida 33133. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

**ARTICLE IX  
BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by a majority vote of either the Stockholders or Directors.

**ARTICLE X  
INDEMNIFICATION**

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

**ARTICLE XI  
PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XII  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act and the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621 of the Florida Statutes.

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OF GREGORY J. TARANTOLA, D.D.S., P.A.

ARTICLE XII  
RESTRAINT ON ALIENATION OF SHARES

The stockholders of this Professional Service Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the stockholders of this Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the this Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the stockholders of this 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 provisions are plainly noted on the certificate evidencing the ownership of such stock. No shareholder of this 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 services, that shareholder's shares of stock shall immediately become subject to purchase by this Corporation in accordance with the bylaws adopted by the stockholders or by agreement between the stockholders.

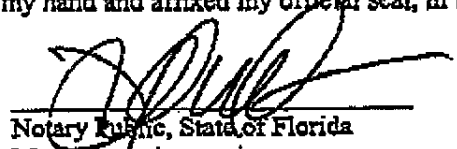
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in the State of Florida, this June 29, 2001.

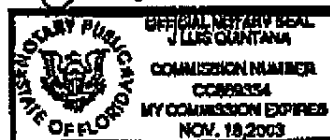
  
Gregory J. Tarantola

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Gregory J. Tarantola, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this June 29, 2001.

  
Notary Public, State of Florida  
My commission expires on:



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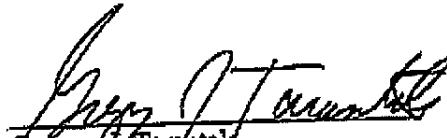
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that Gregory J. Tarantola, D.D.S., P.A., a Professional Service Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Gregory J. Tarantola, 81 Edgewater Drive, #2, Coral Gables, Florida 33133, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties.


Dated this June 29, 2001.

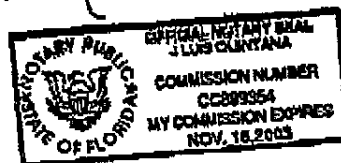
  
Gregory J. Tarantola

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Gregory J. Tarantola, known to me and known by me to be the person, who, as Registered Agent, executed the foregoing Articles of Incorporation of and acknowledged before me that he executed this Certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this June 29, 2001.

  
Notary Public, State of Florida  
My commission expires on:



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