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Phone/Fax (813) 254-1783

July 26, 2001

TRANSMITTAL LETTER

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

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-07/30/01--01073--012
*****87.50 *****87.50

SUBJECT: **ROD K. DIETZ, D.D.S., P.A.**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$87.50,
Filing Fee, Certified Copy
& Certificate of Status

From:

Jeffrey R. Edwards, Esq.
Post Office Box 1553
Tampa, FL 33601-1553

Phone: (813) 254-1783

FILED
01 JUL 30 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send certified copy and certificate of status to Jeffrey Edwards at above address.

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**ARTICLES OF INCORPORATION
OF
Rod K. Dietz, D.D.S., P.A.**

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

ARTICLE I. NAME

The name of the professional service corporation is Rod K. Dietz, D.D.S., P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1203 Tarpon Avenue, Tarpon Springs, Pinellas County, Florida 34689.

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 services.

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. CAPITAL STOCK

The capital stock of the professional service organization shall be 1000 shares of common stock having a par value of \$0.01 per share.

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TALLAHASSEE, FLORIDA

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1203 Tarpon Avenue, Tarpon Springs, Pinellas County, Florida, 34689. The name of the initial registered agent at that address is Rod K. Dietz, D.D.S.

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:

Rod K. Dietz, D.D.S.
1203 Tarpon Avenue
Tarpon Springs, Pinellas County, Florida 34689

ARTICLE VIII. SUBSCRIBER

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

Rod K. Dietz, D.D.S.
1203 Tarpon Avenue
Tarpon Springs, Pinellas County, Florida 34689

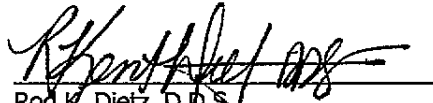
ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulation 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 death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition 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 services, that shareholder's shares 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

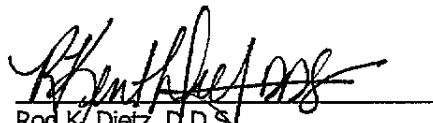
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on 26 day of July, 2001.


Rod K. Dietz, D.D.S.

ACCEPTANCE OF REGISTERED AGENT

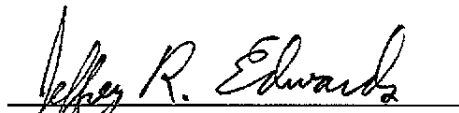
Having been named to accept service of process for Rod K. Dietz, D.D.S., P.A at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes.


Rod K. Dietz, D.D.S.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on July 26, 2001.

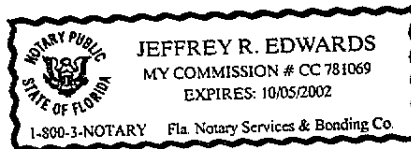

Rod K. Dietz, D.D.S.

Sworn to and subscribed before me this 26th day of July, 2001, by Rod K. Dietz, D.D.S.


Jeffrey R. Edwards
Notary Public, State of Florida

Personally Known ☒
Or
Produced Identification _____

Type of Identification Produced _____



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TALLAHASSEE, FLORIDA