

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELORS

2033 MAIN STREET, SUITE 600

SARASOTA, FLORIDA 34237

FACSIMILE (941) 366-6384

TELEPHONE (941) 366-8100

TAMPA TELEPHONE

(813) 221-2100

REPLY TO:

P.O. BOX 4195

SARASOTA, FLORIDA 34230

CHARLES J. BARTLETT

WRITER'S DIRECT LINE

(941) 953-8113

August 14, 2001

VIA OVERNIGHT COURIER

300004536693--4

-08/15/01--01073--003

```
*****70.00 *****70.00
```

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: DRS. CHASOLEN & CHASOLEN, P.A.

Dear Sir or Madame:

Enclosed herewith is an original and copy of the Articles of Incorporation for the referenced professional association. Please return an acknowledgment copy to my attention at the above address.

If you have any questions, please contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,  
TIMM, FOREN & GINSBURG, F

Sharon Firlotte  
Certified Legal Assistant to  
Charles J. Bartlett

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Brown AUG 20 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**DRS. CHASOLEN & CHASOLEN, P.A.**

**FILED**  
**01 AUG 15 AM 8:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned Incorporator to these Articles of Incorporation, being duly licensed to practice dentistry medicine and orthodontic care and treatment under the laws of the State of Florida, adopt(s) 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 DRS. CHASOLEN & CHASOLEN, P.A.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 2033 Main Street, Suite 600, Sarasota, FL 34237.

**ARTICLE III - PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of dentistry medicine to the public and other related professional services permitted by Florida law. 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 with the Florida Department of State.

**ARTICLE V - CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice dentistry medicine and orthodontic care and treatment in the State of Florida.

#### **ARTICLE VI - REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The name of the initial Registered Agent at that address is Charles J. Bartlett.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
Howard M. Chasolen	2033 Main Street, Suite 600 Sarasota, FL 34237

#### **ARTICLE VIII - 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 regulatory or restrictive provisions 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 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 provisions 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 medicine 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.

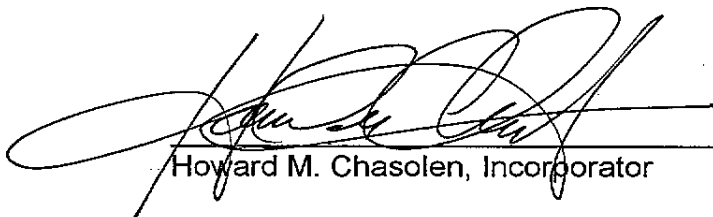
## ARTICLE IX - AMENDMENT

The professional service 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.

## ARTICLE X - INDEMNIFICATION

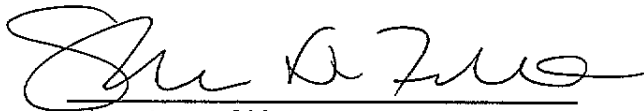
The professional service corporation shall indemnify each of the Officers, Directors, employees and agents to the fullest extent permitted by applicable law.

**IN WITNESS WHEREOF**, the undersigned Incorporator executed these Articles of Incorporation on August 14, 2001.

  
Howard M. Chasolen, Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 14th day of August, 2001 by Howard M. Chasolen is personally known to me or who has produced N/A as identification and who did take an oath.

  
Signature of Notary

Sharon D. Firlotte  
Name of Notary (typed or printed)

Notary Public, State of Florida  
Serial Number \_\_\_\_\_

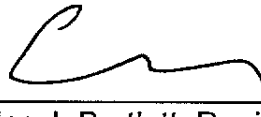
My Commission Expires:



Sharon D. Firlotte  
MY COMMISSION # CC957172 EXPIRES  
July 26, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Drs. Chasolen & Chasolen, P.A. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.



---

Charles J. Bartlett, Registered Agent

Date: NOV 14, 2001