

# P01000107816

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FAMILY and MARITAL LAW  
PERSONAL INJURY and WRONGFUL DEATH  
CIVIL TRIAL PRACTICE  
CORPORATIONS and COLLECTIONS  
\*ADMITTED TO FLA. BAR IN 1987

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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(561) 533-7975

November 5, 2001

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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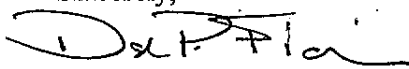
Re: Martin S. Yodowitz, DMD, P.A.

Dear Sir or Madam:

Please be advised that this firm represents Martin S. Yodowitz, DMD, P.A., in regard to the incorporation of this professional service corporation with the Florida Department of State. Enclosed please find the original Articles of Incorporation for the above-named professional service corporation, together with my client's check in the amount of \$78.75 representing the total filing fee, wherein I would appreciate it if you would forward a certified copy of the Articles, once filed, to my attention in the self-addressed stamped envelope provided for your convenience.

Thank you for your attention and should you have any questions, please do not hesitate to contact me.

Sincerely,



DARRYL P. FIGUEROA

DPF/amo  
Enclosures  
cc: Client

C. BLALOCK NOV 8 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**MARTIN S. YODOWITZ, DMD, P.A.**

**FILED**  
**01 NOV -8 PM 1:46**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Professional Service Corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Professional Service Corporation shall be MARTIN S. YODOWITZ, DMD, P.A.

**ARTICLE II**

**PURPOSE**

This Professional Service Corporation is organized for the specific purpose of engaging in every aspect of the practice of dentistry and all its fields of specialization, as engaged in by dentists.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of Professional Service Corporation this shall consist of 1000 (one thousand) shares of common stock at no par value, and nonassessable.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business and mailing address of this Professional Service Corporation shall be 4674 Okeechobee Boulevard, West Palm Beach, Florida 33496. The initial registered office of this Professional Service Corporation shall be located at 4674 Okeechobee Boulevard, West Palm Beach, Florida 33496, and the name of the initial Registered Agent of this Professional Service Corporation shall be Martin S. Yodowitz,

DMD.

## **ARTICLE V**

### **INITIAL BOARD OF DIRECTORS**

This Professional Service Corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws, but shall never be less than two (2). The name and address of the initial Directors are: Martin S. Yodowitz, DMD, whose address is 4674 Okeechobee Boulevard West Palm Beach, Florida 33496, and Paula Yodowitz, whose address is 4674 Okeechobee Boulevard West Palm Beach, Florida 33496.

## **ARTICLE VI**

### **SPECIAL PROVISIONS**

The following special provisions shall govern this Professional Service Corporation:

1. The time and place of the annual Shareholder's meeting and the annual Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting, either before, at, or after such meeting.
2. There shall be a President, Vice-President, Secretary and Treasurer of this Corporation, and such assistants as the Shareholder may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the Shareholder and/or in the By-Laws. Any person may hold two or more offices. The Shareholder may, at any time, by majority vote at a duly called and noticed meeting, declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, Director may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold or control stock in the Professional Service Corporation as a condition precedent to holding an office or directorship in this Professional Service Corporation.

5. No contract or other transaction between the Professional Service Corporation and any other Professional Service Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Officers or Directors of the Corporation is or are interested in, or is an Officer or Director, or are Officers or Directors of such other corporations, and any Officer, Officers or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Professional Service Corporation, or in which the Professional Service Corporation is interested, and no contract, act or transaction of the Professional Service Corporation with any person or persons, firm or Professional Service Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Officer, Officers or Directors of the Professional Service Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Professional Service Corporation, and each and every person who may become an Officer or Director of this Professional Service Corporation is hereby relieved from any liability that might otherwise exist from, thus contracting with the Professional Service Corporation for the benefit of himself or any firm, association or Professional Service Corporation which he may be in any way interested.

## **ARTICLE VII**

### **OFFICERS**

The officers of the Professional Service Corporation who shall conduct the business of the Professional Service Corporation during the first year of its existence, or until their

successors are elected and qualified, shall be:

Martin S. Yodowitz, DMD -- President /Treasurer  
4674 Okeechobee Boulevard  
West Palm Beach, Florida 33496

Paula Yodowitz -- Vice President/Secretary  
4674 Okeechobee Boulevard  
West Palm Beach, Florida 33496

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the incorporator is: Martin S. Yodowitz, DMD,  
4674 Okeechobee Boulevard, West Palm Beach, Florida 33496.

**ARTICLE IX**  
**AMENDMENT**

This Professional Service Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

**ARTICLE X**  
**COMMENCEMENT**

The Professional Service Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes Section 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 5<sup>th</sup> day of November, 2001.

  
\_\_\_\_\_  
MARTIN S. YODOWITZ, DMD, Incorporator

STATE OF FLORIDA                    }  
COUNTY OF PALM BEACH        }SS:

Before me, the undersigned authority, personally appeared MARTIN S. YODOWITZ, DMD, to be personally known and who has produced Fl. drivers license as Identification and to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State aforesaid this 5<sup>th</sup> day of November, 2001.

My Commission Expires:

  
\_\_\_\_\_  
NOTARY PUBLIC,  
STATE OF FLORIDA AT LARGE



Darryl P. Figueroa  
MY COMMISSION # CC824673 EXPIRES  
June 28, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE, NAMING AGENT WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, and Section 607.0501, Florida Statutes, the following is submitted in compliance with said Statute.

First: That MARTIN S. YODOWITZ, DMD, P.A. desiring to organize under the law of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 4674 Okeechobee Boulevard, West Palm Beach, Florida 33496, has named as its registered agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in such capacity, and agree to comply with the provisions of said Statutes relative to keeping open said office.

  
\_\_\_\_\_  
MARTIN S. YODOWITZ, DMD

**FILED**  
01 NOV - 8 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA