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CR2E031(9/92)

## CERTIFICATE OF INCORPORATION

**OF** 

## PARKLAND DENTAL, P.A.

TALLANDA SECRETARION STATES

We, the undersigned, hereby execute this instrument for the purpose of becoming incorporated under the laws of the State of Florida and do hereby adopt the following:

# ARTICLES OF INCORPORATION

## <u>ARTICLE I</u>

The name of the corporation shall be:

## PARKLAND DENTAL, P.A.

### ARTICLE II

The general nature of the business of the corporation shall be dental services and to engage in any activities or business permitted under the laws of the United States and the State of Florida. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, to purchase, acquire, erect and construct, make improvements on buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate or whose stock the company under the laws of this State and the provisions of this certificate is authorized to purchase and to undertake in

conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possession of the property suitable for any business which this company is authorized to conduct, and as for the consideration for the same to pay cash or to issue shares, stocks or obligations of this company.

#### ARTICLE III

The maximum number of shares which the corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share, to be fully paid and non-assessable, and to be issued and sold for such consideration as may be fixed by the Board of Directors, but not less than the par value thereof. There shall be no preemptive rights.

#### ARTICLE IV

The amount of the capital with which this corporation shall begin is ONE THOUSAND AND 00/100 (\$1,000.00) Dollars.

#### ARTICLE V

This corporation shall have perpetual existence.

#### **ARTICLE VI**

The principal office will be 7631 Hyannis Lane, Parkland, Florida 33067. The registered office will be 6701 Sunset Drive, Suite #112, South Miami, Florida 33143, and the registered agent at the same address shall be PETER B. CAGLE.

#### ARTICLE VII

The names and post office addresses of the first Board of Directors, which shall consist of one (1) members who shall hold office for the first year of the corporation's existence or until their successor(s) are elected and qualified, are as follows:

**NAME** 

**ADDRESS** 

ERIC R. RIEGER

7631 Hyannis Lane Parkland, FL 33067

Said Directors are of full age and are citizens of the United States.

## ARTICLE VIII

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares of stock which they agree to take are as follows:

<u>NAME</u>

**ADDRESS** 

NO. SHARES

ERIC R. RIEGER

7631 Hyannis Lane Parkland, FL 33067

100%

# ARTICLE IX

The names and post office addresses of the officers who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

<u>NAME</u>

**OFFICE** 

**ADDRESS** 

ERIC R. RIEGER

President

7631 Hyannis Lane

Parkland, FL 33067

## ARTICLE X

The business of this corporation shall be conducted by its Board of Directors, the members of which shall be chosen at the annual meeting of the stockholders, and the following officers: a President; one or more Vice-Presidents; a Secretary and Treasurer, all of whom shall be chosen by the Board of Directors and shall hold their offices for one year or until their successors are elected and qualified. This corporation may also have such assistant secretaries and assistant treasurers, and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors

shall be chosen in such manner, hold their offices for such term, and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. No officer, except the President, need be a director of the corporation. Any person may hold two (2) or more offices.

the President, need be a director of the corporation. Any person may hold two (2) or more offices. IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Certificate of Incorporation this 4 day of Occamber, 2001. STATE OF FLORIDA COUNTY OF MIAMI-DADE I. Jillian Lasky \_\_\_\_\_, a Notary Public in and for the State of Florida at Large, do hereby certify that on this day before me personally appeared ERIC R. RIEGER , to me well known and known to me to be the persons who executed the foregoing Certificate of Incorporation, and they severally acknowledged that they signed and executed the same for the uses and purposes therein expressed and did not take an oath. IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of Oecember, 2001.

My Commission Expires:

OFFICIAL NOTARY SEAL JILLIAN LASKY NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC755789 MY COMMISSION EXP. JULY 27,2002

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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.

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

That **PARKLAND 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 County of Miami-Dade, State of Florida, has named PETER B. CAGLE, located at 6701 Sunset Drive, Suite 112, South Miami, Fl 33143, as its agent to accept services or process within this state.

#### ACKNOWLEDGEMENT:

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

PETER B. CAGLE

State of Florida

At Large

SWORN TO AND SUBSCRIBED before me this 4 day of December, 2001, by PETER B. CAGLE, who is personally known to me and who did not take an oath.

My Commission Expires:

OFFICIAL NOTARY SEAL
JILLIAN LASKY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC755789
MY COMMISSION EXP. JULY 27,2002