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February 22, 2002  
Via Federal Express

FILED  
02 FEB 25 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FAX (561) 391-1336

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

200005000902--4  
-02/25/02--01060--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation of KENNETH S. GEGERSON, D.D.S., P.A.

Dear Madam or Sir:

Enclosed please find original and one copy of Articles of Incorporation of KENNETH S. GEGERSON, D.D.S., P.A. and original Certificate of Designation of Registered Agent/Registered Office together with my check in the amount of \$70.00 for filing fee. Please file the Articles of Incorporation and return a receipted copy to me in the enclosed prepared Federal Express mailer.

Thank you for your assistance.

Very truly yours,

Jeffrey H. Rosenthal

JHR:rg  
Enclosures

Rene GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT address  
DATE 2/26/02  
DOC. EXAM D. White

D. WHITE FEB 26 2002

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**KENNETH S. GEGERSON, D.D.S., P.A.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be: **KENNETH S. GEGERSON, D.D.S., P.A.**  
1644 W. Hillsboro Blvd., Deerfield Beach, Fl. 33442

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business as a dentist.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI - REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be Bank of America Plaza, Suite 500, 7000 W. Palmetto Park Road, Boca Raton, Florida 33433, and the name of the initial registered agent of the corporation at that address is Jeffrey H. Rosenthal.

#### **ARTICLE VII - DIRECTOR(S)**

The number of directors constituting the initial Board of Directors of the corporation is not less than one (1). The name and address of the person who is to serve as a member of the initial Board of Directors is:

**Kenneth S. Gegerson,  
1644 W. Hillsboro Boulevard  
Deerfield Beach, Florida 33442**

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

**Jeffrey H. Rosenthal  
Bank of America Plaza, Suite 500  
7000 W. Palmetto Park Road  
Boca Raton, Florida 33433**

#### **ARTICLE IX - INDEMNIFICATION**


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

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors,

and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on February 22, 2002.

  
\_\_\_\_\_  
JEFFREY H. ROSENTHAL.

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jeffrey H. Rosenthal, Incorporator, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 22 day of February, 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large

My commission expires:



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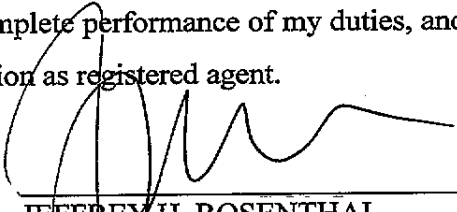
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE  
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **KENNETH S. GEGERSON, D.D.S., P.A.**
2. The name and address of the registered agent and office is: **JEFFREY H. ROSENTHAL, Bank of America Plaza, Suite 500, 7000 W. Palmetto Park Road, Boca Raton, Florida 33433.**

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JEFFREY H. ROSENTHAL  
Registered Agent  
Bank of America Plaza, Suite 500  
7000 W. Palmetto Park Road  
Boca Raton, Florida 33433  
(561) 391-1304