

Division of Corporations

Page 1 of 2

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR - 6 PM 2:54**FLORIDA PROFIT CORPORATION OR P.A.****Dr. Jeffrey Chait, P.A.**

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Page Count	03
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Department of State 3/6/2002 11:34 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 6, 2002

DAVID M BERMAN

SUBJECT: DR. JEFFREY CHAIT, P.A.
REF: W02000006333

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION FOR PROFESSIONAL CORPORATION

The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as **Incorporator** for the purpose of performing a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I - NAME OF CORPORATION & PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be DR. JEFFREY CHAIT, P.A. and the principal place of business is 7400 N. Kendall Drive, Suite 206; Miami, FL 33156.

II - PURPOSES

The general nature and purposes of business are to be transacted, promoted and carried on by the corporation as follows:

- A. To engage in every aspect in the practice of dentistry and all its fields of specializations.
- B. To engage and render the professional services involved only through its officers, agents and employees who shall be orthodontists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- C. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- D. To engage in no other business other than the rendition of the professional services specified herein.
- E. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III - CAPITAL STOCK

- A. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.
- B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- C. Shares of the corporation's stock shall be issued only to lawyers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV - DURATION

The corporation shall have perpetual existence.

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V REGISTERED AGENT

The address of this corporation's initial registered agent is 9621 SW 102 Street, Miami, FL 33176, and the name of initial registered agent at said address is Dr. Jeffrey Chait.

VI - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation of the corporate record.

VII - SEVERANCE & TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional service for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

VIII - INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IX - INDEMNIFICATION

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

X - BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

XI - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one. The name and address of the person who is to serve as a member of the initial board of directors is:

NAME
Jeffrey Chait

ADDRESS
9621 SW 102 Street
Miami, FL 33176

SIGNATURE

* Jeffrey Chait DMD

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The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE XII - INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS	SIGNATURE
Jeffrey Chait	9621 SW 102 Street Miami, FL 33176	x Jeffrey Chait DMD

XIII - DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office is: 9621 SW 102 Street; Miami, FL 33176 and the name of the initial registered agent of this corporation at that address is: Dr. Jeffrey Chait

XIV - ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

x Jeffrey Chait DMD
Jeffrey Chait, Registered Agent

STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgement, personally appeared Jeffrey Chait to me known to be the person described in and who executed the foregoing Articles of Incorporation for the purposes therein designated

Witness my hand and seal this 5 day of March
2002, in the State and County last aforementioned.

My Commission Expires:



Notary Public,
State of Florida at Large

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