

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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02 MAY 17 PM 3:49

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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

THE SMILE CENTER OF TAMPA BAY A PROFESSIONAL ASSOCIA

Certificate of Status	0
Certified Copy	0
Page Count	07
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ARTICLES OF INCORPORATION**OF****THE SMILE CENTER OF TAMPA BAY, P.A.**

The undersigned, desiring to form a Corporation for the purpose hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

I. NAME

The name of the Corporation shall be THE SMILE CENTER OF TAMPA BAY, P.A.

II. BUSINESS AND POWERS

SECTION A: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and in the general practice of dental and orafacial cosmetic services.

SECTION B: To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation which shall be any and all legal transactions, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the Government of the United States or any state, territory, or possession thereof or any foreign government so far as and to the event that the same may be done and performed by corporations organized under the corporation law of this state.

SECTION C: To carry on its operations and conduct business in any state, in the District of Columbia, in any territory, dependency, or possession of the United States, and in any foreign country.

SECTION D: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other choices in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other of the objects or purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of or conveyance or assignment

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in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the board of directors may from time to time determine, to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be FIVE HUNDRED (500) shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

IV. MINIMUM CAPITAL

The amount of capital with which this Corporation will begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

V. TERM OF EXISTENCE

This Corporation shall have a perpetual existence commencing upon the filing of these Articles.

VI. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 5454 Central Avenue Suite B, St. Petersburg, FL 33707

VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than Three (3).
Neil M Brodsky DDS, Richard J Finocchi DDS, Melvin H Cohen DDS.

VIII. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME:

Neil M Brodsky
President

Richard J Finocchi
Vice President

ADDRESS:

5454 Central Avenue
Suite B,
St. Petersburg, Florida 33707

28100 US 19 North
Suite 400
Clearwater, Florida 33761.

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Melvin H Cohen
Treasurer

28100 US 19 North
Suite 400
Clearwater, Florida 33761.

Amy Finocchi
Secretary

28100 US 19 North
Suite 400
Clearwater, Florida 33761.

Cindy Brodsky
Secretary

5454 Central Avenue
Suite B,
St. Petersburg, Florida 33707

Jan Cohen
Secretary

28100 US 19 North
Suite 400
Clearwater, Florida 33761.

IX. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be Neil M Brodsky, President, 5454 Central Avenue, Suite B, St. Petersburg, Florida 33707.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the INCORPORATOR is Melvin H Cohen, Treasurer, 28100 US 19 North Suite 400, Clearwater, Florida 33761.

XI. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

XII. EFFECTIVE DATE

The effective date of this corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

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IN WITNESS WHEREOF, the undersigned, as Incorporator, has
executed the foregoing Articles of Incorporation on this 20TH
day of JULY, 2001.



INCORPORATOR - Melvin H Cohen
28100 US 19 North, Suite 400
Clearwater, Florida 33761

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STATE OF FLORIDA }
Pinellas County }

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Melvin H Cohen who is personally known to me or has produced as identification and he acknowledged he did take an oath and executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April A.D., 2002.

Dawn L. Jelinski
NOTARY PUBLIC

My Commission Expires



IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this 29th day of April 2002.

Richard J Binocchi
Vice President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
IN NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with § 48.091, of the Florida Statutes, the following is submitted: that THE SMILE CENTER OF TAMPA BAY, P.A. desiring to organize under the Laws of the State of Florida, with its principal Office as indicated in the Articles of Incorporation at 5454 Central Avenue, Suite B, St. Petersburg, Fl 33707, has named Neil Brodsky DDS. whose address is 5454 Central Avenue, Suite B, St. Petersburg, Fl 33707, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at a place designated in this Certificate, the undersigned agrees to act in the capacity, and agrees to comply with the provisions of the Florida Law.


Neil Brodsky DDS
REGISTERED AGENT

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