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COAST DENTAL SERVICES, INC.

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# ARTICLES OF RESTATEMENT AND AMENDMENT OF ARTICLES OF INCORPORATION OF COAST DENTAL SERVICES, INC.

Coast Dental Services, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act, does hereby certify that:

FIRST: The Board of Directors of Coast Dental Services, Inc. duly adopted a resolution setting forth a proposed restatement and amendment of the Articles of Incorporation of said corporation pursuant to F.S. §607.1007, declaring said restatement and amendment to be advisable and seeking approval of said restatement amendment by the shareholders of said corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that pursuant to F.S. §607.1003, the undersigned being all of the directors of the Corporation, propose to the shareholders of the Corporation that the Articles of Incorporation of Coast Dental Services, Inc. be restated and amended in their entirety as follows:

COAST DENTAL SERVICES, INC., a corporation organized and existing under the Business Corporation Act (the "Act") of the State of Florida, does hereby certify:

#### ARTICLE I NAME

The name of the Corporation is **COAST DENTAL SERVICES**, INC. (the "Corporation").

## ARTICLE II ADDRESS

The principal office and mailing address of the Corporation is located at 4010 Boy Scout Boulevard, Suite 1100, Tampa, Florida 33607.

## PURPOSE

The nature of the business and purpose for which the Corporation is formed are to engage in any lawful act or activity for which a corporation may be organized under the Act.

### ARTICLE IV AUTHORIZED SHARES

This Corporation is authorized to issue one class of shares, designated as Common Stock. Each share of Common Stock shall have a par value of \$.001. The total number of shares of Common Stock this Corporation shall have authority to issue is TEN THOUSAND (10,000). Each holder of record of shares of Common Stock shall be entitled to vote at all meetings of the shareholders and shall have one vote for each share held by him of record. Subject to the prior rights of the holders of Common Stock at the time outstanding having prior rights as to dividends, the holders of the shares of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors. Each holder of record of shares of Common Stock shall be entitled to receive the net assets of the Corporation upon dissolution. No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, warrants or other instruments evidencing rights of options to subscribe for, purchase or otherwise acquire such shares.

## ARTICLE V

The names of the persons who are currently serving on the Board of Directors of the Corporation are set forth below. Each director shall hold office until his term expires and until a successor director shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. The number of directors of the Corporation may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that at all times there is at least one (1) Director serving on the Board of Directors.

Dr. Derek T Diasti 4010 Boy Scout Boulevard, Suite 1100, Tampa, Florida 33607

Dr. Adam Diasti 4010 Boy Scout Boulevard, Suite 1100, Tampa, Florida 33607

Thomas J. Marler 4010 Boy Scout Boulevard, Suite 1100, Tampa, Florida 33607

In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by Chapter 607 of the Act or other statutes or

laws of the State of Florida, the Board of Directors is expressly authorized to: (i) make, amend, alter or repeal the bylaws of the Corporation; (ii) adopt from time to time bylaw provisions with respect to indemnification or directors, officers, employees, agents and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law; (iii) fix and determine designations, preferences, privileges, rights and powers and relative, participating, optional or other special rights, qualifications, limitations or restrictions on the capital stock of the Corporation in a manner not in contravention of the Act, unless otherwise provided herein; (iv) set apart out of any funds of the Corporation available for dividends, a reserve or reserves for any purpose and to reduce any such reserve in the manner in which it was created; and (v) authorize and cause to be executed deed of trusts, mortgages and liens upon the real and personal property of the Corporation.

#### ARTICLE VI REGISTERED AGENT

The Registered Agent of the Corporation is Patricia A. Huie, whose address is 4010 Boy Scout Boulevard, Suite 1100, Tampa, Florida 33607.

#### ARTICLE VII INITIAL INCORPORATOR

The Initial Incorporator of the Corporation is Patricia A. Huie, whose address is 4010 Boy Scout Boulevard, Suite 1100, Tampa, Florida 33607.

SECOND: Pursuant to the resolution of its Board of Directors, the shareholders of the corporation duly approved such restatement and amendment by unanimous written consent pursuant to F.S. §607.0704.

THIRD: Said restatement and amendment was duly adopted in accordance with the provisions of F.S. §607.1003 of the Florida Business Corporation Act effective on June 30; 2011.

**FOURTH:** The capital of said corporation shall not be reduced under or by reason of said amendment.

[REST OF PAGE INTENTIONALLY BLANK; SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned directors of the Corporation have executed these Articles of Amendment effective this 30th day of June 2011.

DEREK POIASTL Director

ADAM DIASTI, Directo

THOMA'S I. MARLER, Director