P03.0000 19975

(Requestor's Name)
Anto Hinberty Blod. Anon Faton Herida
(City/State/Zip/Phone #)
PICK-UP WAIT MAIL
(Business Entity Name)
(Document Number)
Certified Copies Certificates of Status
Special Instructions to Filing Officer:
Office Lice Only



900012559929

02/18/03--01051--010 **78.75

FILED

03 FEB 18 PH 3: 15

SECRETARY OF STATE

g/2/19

ARTICLES OF INCORPORATION

OF

LESLIE TOTH DENTAL LAB. INC.



The undersigned subscriber to these Articles of Incorporation, a natural Person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

LESLIE TOTH DENTAL LAB. INC.

ARTICLE II

The general nature of the business and the object and purposes to be

Transacted and carried on are to do any and all of the things herein mentioned, as fully and

To do the same extent as natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws

Of the United States and the State of Florida.

To purchase, lease or otherwise acquire and hold lands buildings and Tenements for the offices and premises of the corporation, and to lease, mortgage and Covey such real estate in such manner as may appear for the best interests of the Corporation.

Sue and be sued and appear and defend in all actions and proceedings in It's corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officer and agents as its affairs shall require and allow them Suitable compensation.

Adopt, change, amend and repeal by-law, not inconsistent with law or its Certificate if incorporation, for the exercise of its corporate power, the management, Regulation and government of its affairs and property, the transfer on its records of its Stock or other evidence of interest or membership, and the calling and holding of Meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of Its business.

Conduct business, have one or more offices and buy, hold, mortgage, sell,

Convey, lease or otherwise dispose of real and personal property, and buy, hold,
mortgage,

Sell, convey, or otherwise dispose of franchises in this state and in any of the several stats,

Territories, possessions and dependencies of the United States, the District of Columbia And foreign countries. Purchase the corporate assets of any other corporation and engage In the same character of business. Acquire, enjoy, utilize and dispose of patents, Copyrights and trademarks and any licenses or other rights or interests there under or Therein. Take, hold sell and convey such property as may be necessary in order to obtain Or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or

Otherwise dispose of the shares of the capital stock, or any bonds, securities or other

Evidences of indebtedness created by any other corporation of this state of any other state

Or government; while owner of such stock to exercise all the rights, powers and privileges

Of ownership, including the right to vote such stock. Purchase, hold, sell and transfer Shares of its own capital stock, provided that it shall not purchase any of its own capital Stock except from the surplus of its own assets over its liabilities including capital. Shares

Of its own capital stock owned by the corporation shall not be voted directly or indirectly,

Or counted as outstanding for the purpose of any stockholders' quorum or vote

Do all and everything necessary and proper for the accomplishment of the Objections enumerated in this certificate of incorporation on necessary or incidental to the

Benefit and protection of the corporation, and to carry on lawful business necessary or Incidental to the attainment of the objects of the corporation, whether or not such business

Is similar in nature to the objects enumerated in its certificate on incorporation or any Amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed

The lawful interest rate and upon such terms as it or its board of directors may deem

Necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds,

Debentures, notes and other evidences of indebtedness, whether secured or unsecured,

And executed such mortgages, or other instruments upon or encumbering its property or

Credit to secure the payment of money borrowed or owing by it as ass occasion may

Require and the board of directors deems expedient.

Make gifts for educational, scientific or charitable purposes.

ARTICLE III

The maximum number of shares of stock of this corporation authorized to Be outstanding at any onetime shall be one hundred (100) of common stock of par value Of one (\$1.00) Dollar each.

ARTICLE IV

This corporation shall begin business with a capital of not less than one Hundred (\$100.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the City of Boca Raton, County of Palm Beach, State of Florida, with a Post Office address at 9080 Kimberly Blvd, Boca Raton, Florida, as the board of directors shall by appropriate

Action hereafter from time to time determine.

ARTICLE VII

(a) The business of this corporation shall be conducted by a board of Directors, and such board of one (1) member. A majority of the first board of directors Named below shall have the power to approve and adopt the bylaws of this corporation Until their successors are appointed or elected.

(b) The qualifications time and place and term of office of each director Shall be as provided for in the bylaws of the corporation.

(c) The officers of this corporation may consist of a president, vice-President, secretary and treasurer, and such other officers and agents as may be provided For by the bylaws of this corporation, who shall be chosen, serve for such term and have Such duties as may be prescribed by such bylaws.

(d) A director may be removed with or with cause at any annual or special Meeting of the stockholders only upon affirmative vote of stockholders of fifty-one (51%) Percent of the stock.

ARTICLE VIII

The name and addresses of the members of the Board or Directors who Shall hold office for the first year are as follows:

> NAME ADDRESS

7457 Prescott Lane Leslie Toth West Palm Beach

Florida, 33467

ARTICLE IX

The name and address of the subscriber of these Articles of Incorporation Is as follows:

> NAME **ADDRESS**

7457 Prescott Lane Leslie Toth West Palm Beach

Florida, 33467

ARTICLE X

In the event that the corporation enters into contracts or transacts business. With one or more of it directors, or with any firm of which one or more its directors are. Members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein which be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation: PROVIDED.

HOWEVER, that in any such case, the fact of such interest shall be disclosed to the other directors or transaction. No director or directors having such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall an such director or directors be accountable for any gains or profits realized thereon. PROVIDED, ALSO, that such contract or transaction shall, at the same time at which it was entered into, have a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the cost of reasonable settlements made with a view of curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer

may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books or account to a financial statement certified by a Certified Public Accountant to fairly the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided bylaw. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XIV

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, the action shall be valid as though it has been authorized at a meeting of the board of directors.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIT FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 48.091, Florida statutes, the following is to submitted:

First that Leslie Toth Dental Lab Inc., Desiring to organize or qualify
Under the laws of the State of Florida, has named Leslie Toth, located at 9080 Kimberly
Blvd, Boca Raton, Florida, 33434, as agent to accept Service of process for the abovenamed corporation.

Signature Leslie Toth

Date 12/09/02

Having been named to accept service of process for the above-stated

Corporation at the place designated in this certificate, I hereby agree to act in the capacity

And I further agree to comply with the provisions of all statutes relative to proper and

Complete performance of my duties.

Signature_

Leslie Toth

Date (2/09/02