

Sent by: STEARNS WEAVER

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Division of Corporations

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Florida Department of State  
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Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 075077002504  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Karp and Fabiani Dentistry, P.A.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**KARP AND FABIANI DENTISTRY, P.A.**

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**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation is KARP AND FABIANI DENTISTRY, P.A. (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 3333 Clark Road, Sarasota, Florida 34231.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation shall be to engage in every aspect of the practice of dentistry. The professional services involved in the Corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice dentistry in the State of Florida.

The Corporation shall not engage in any business other than the profession of dentistry; however, the Corporation may invest its funds in real estate, mortgages, stocks, bonds or other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares that the Corporation shall be authorized to have is one thousand (1,000) shares of common stock, par value one cent (\$0.01) per share.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation shall be c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 West Flagler Street, Suite 2200,

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Miami, Florida 33130 and the name of the initial registered agent of the Corporation at that address shall be David Seifer.

#### **ARTICLE V**

##### **INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names of the initial members of the Board of Directors are:

Lance A. Karp, D.M.D.  
Douglas R. Fabiani, D.M.D

#### **ARTICLE VI**

##### **INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are as follows:

David Seifer  
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130

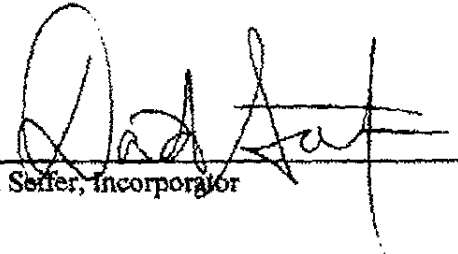
#### **ARTICLE VII**

##### **AMENDMENTS**

The Corporation reserves to its shareholders the right to amend, alter, change or repeal the Articles of Incorporation. The power to amend, alter, change or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of April 28, 2003.

  
David Seifer, Incorporator

**CERTIFICATE DESIGNATING  
REGISTERED OFFICE AND REGISTERED AGENT**

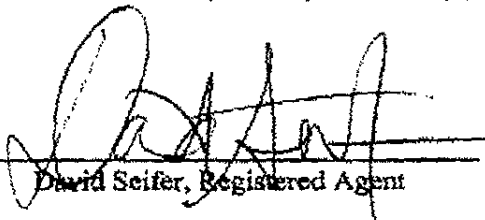
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance with said Act:

Karp and Fabiani Dentistry, P.A., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 150 West Flagler Street, Suite 2200, Miami, Florida 33130 has named David Seifer as its agent to accept service within this State.

**ACKNOWLEDGMENT:**

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 this capacity, and agree to comply with the applicable provisions of said Act.

By:   
David Seifer, Registered Agent

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