

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : HAMDEN H. BASKIN, III, PA
Account Number : I20020000047
Phone : (727) 447-2994
Fax Number : (727) 446-0049

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SAND KEY DENTAL, P.A.

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ARTICLES OF INCORPORATION**OF****SAND KEY DENTAL, P.A.**

The undersigned acting as incorporator to these articles of incorporation, a natural person competent to contract, hereby associates himself in order to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

SAND KEY DENTAL, P.A.

ARTICLE II- PRINCIPAL OFFICE

The principal office of the corporation is located at:

1261 Gulf Blvd., Suite 120
Clearwater, Florida 33767.

ARTICLE III - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) To engage in the rendering of professional services under the various laws, rules and regulations promulgated by the State of Florida appertaining thereto and, more particularly, in the field of: dentistry, which shall be considered as the licensed profession in which this Corporation shall be engaged in business.

(b) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all

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kinds, improved or unimproved, and any right or interest therein.

(c) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(d) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) to enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(i) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To engage in any and all lawful businesses, trades, occupations and professions.

(k) To do any or all of the things herein set forth to the same extent as natural persons might

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or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting. The capital stock may only be issued to licensed members of the profession.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII - REGISTERED OFFICE & REGISTERED AGENT

The Initial Registered office of this corporation is to be: HAMDEN H. BASKIN, III, P.A., 516 N. Ft. Harrison Avenue, Clearwater, Florida 33755.

The Initial Registered Agent of the corporation is: HAMDEN H. BASKIN, III, ESQUIRE.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII - DIRECTORS

The Corporation shall have one director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. All

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directors must be licensed in the profession.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

JEFFREY A. SPILMAN
409 Palmetto Road
Belleair, Florida 33756.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

HAMDEN H. BASKIN, III, ESQUIRE
516 N. Ft. Harrison Avenue
Clearwater, Florida 33756.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's Office, State of Florida.

ARTICLE XII - AMENDMENT

These 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 a majority 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 made.

ARTICLE XIII - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under the code.

ARTICLE XIV - PRE-EMPTIVE RIGHTS

The holders of the Common Stock of the Corporation shall have the right to purchase at

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such prices, and on such terms and conditions as shall be fixed by the Board of Directors, such of the shares of the Common Stock of the Corporation as may be authorized in these Articles of Incorporation. Such pre-emptive right shall be exercised in the ratio which the number of shares held by each stockholder bears to the total number of shares outstanding.

Such pre-emptive right shall extend to the stock authorized, but not issued within three (3) months after the effective date of these Articles of Incorporation. It shall also extend to treasury stock.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock, bonds, debentures or other securities convertible into common stock, the Corporation shall first offer to all of the holders of its common stock the right to purchase a pro rata portion of such common stock or such securities convertible into common stock.

IN WITNESS WHEREOF, the undersigned acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 11th day of July, 2003.


HAMDEN H. BASKIN, III, ESQUIRE
Incorporator

(SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared HAMDEN H. BASKIN, III, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

Witness my hand and official seal in the county and state named above on the date shown below.

Dated this 11th day of July, 2003.


Notary Public

My Commission Expires:



Glenda VanderLoop
MY COMMISSION # DD070528 EXPIRES
November 14, 2005
BONDED THRU TROY FAIR INSURANCE, INC.