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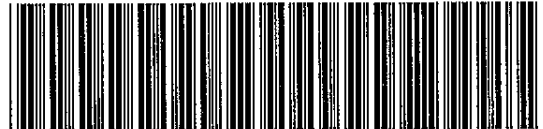
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 397064 3487A

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pigute*

ORDER DATE : January 15, 2004

ORDER TIME : 12:03 PM

ORDER NO. : 397064-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne  
Icard Merrill Cullis Timm  
Furen & Ginsburg, Pa  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: DILLON ORTHODONTIC CARE, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**DILLON ORTHODONTIC CARE, P.A.**

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The undersigned Incorporator to these Articles of Incorporation adopts these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I - NAME**

The name of the professional service corporation is Dillon Orthodontic Care, P.A.

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is % Bruce P. Chapnick, Esq., Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237.

**ARTICLE III - PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of Dentistry to the public and other related professional services permitted by Florida law. Furthermore, the Corporation may engage in any other lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - TERM OF EXISTENCE**

The professional service corporation shall have perpetual existence starting on the date these Articles of Incorporation are filed with the Florida Department of State.

**ARTICLE V - CAPITAL STOCK**

The capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Dentistry in the State of Florida.

## **ARTICLE VI - REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this professional service corporation is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The name of the initial Registered Agent at that address is Bruce P. Chapnick, Esq.

## **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
Bruce P. Chapnick, Esq.	Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A. 2033 Main Street, Suite 600 Sarasota, FL 34237

## **ARTICLE VIII - RESTRAINT ON ALIENATION OF SHARES**

The Shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the Shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No Shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a Shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a Shareholder meeting especially called for that purpose. If any Shareholder becomes legally disqualified to practice Dentistry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that Shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the Bylaws adopted by the Shareholders.

#### **ARTICLE IX - AMENDMENT**

The professional service corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the Shareholders is subject to this reservation.

#### **ARTICLE X - INDEMNIFICATION**

The professional service corporation shall indemnify each of the Officers, Directors, employees and agents to the fullest extent permitted by applicable law.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on January 14, 2004.

  
Bruce P. Chapnick, Incorporator

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## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Dillon Orthodontic Care, P.A. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
Bruce P. Chapnick, Registered Agent  
Date: January 14, 2004

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