

**PO4000046518**

Florida Department of State  
Division of Corporations  
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From: Account Name : FILINGS, INC.  
Account Number : 072720000303  
Phone : (850)385-6735  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**MARC A. MINCH, D.M.D., P.A.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

04 MAR 15 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MARC A. MINCH, D.M.D., P.A.**

THE UNDERSIGNED, subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 521, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is MARC A. MINCH, D.M.D., P.A.

ARTICLE II

NATURE OF BUSINESS

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

To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida to practice dentistry therein.

To do all and everything necessary and proper for the accomplishment of any or the purpose or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than SIX HUNDRED DOLLARS (\$600.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually, unless sooner dissolved according to law. Corporate existence to commence on the date approved by the Department of State.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is 7608 Great Oak Drive, Lake Worth, Florida 33467-7107. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) Directors, initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1). If required by the ethics or the professions, Directors shall be required to possess the same professional qualifications as shareholders are required to possess.

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ARTICLE VIII

INITIAL DIRECTORS, INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 7608 Great Oak Drive, Lake Worth, Florida 33467-7107 and the name of the initial resident agent of this corporation at that address is **MARC A. MINCH**.

The names and post office addresses of the members of the first Board Of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
MARC A. MINCH	7608 Great Oak Drive Lake Worth, Florida 33467-7107

ARTICLE IX  
SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
MARC A. MINCH	7608 Great Oak Drive Lake Worth, Florida 33467-7107

ARTICLE X  
VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust Agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all his shares.

ARTICLE XI  
CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such

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votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

#### ARTICLE XII

#### CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Directors of this corporation is interested in, or is a Director or officer of such other corporation, and any Director, individually or jointly, may be a party, may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

#### ARTICLE XIII

#### REMOVAL OF DIRECTOR

Any Director of this corporation may be removed at any annual or special meeting of the Stockholders by the same vote as that required to elect a Director.

#### ARTICLE XIV

#### RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any or the outstanding shares of this corporation by any of its shareholders, or in the event or the death of any of its shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual

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notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares except to another individual who is eligible to be a shareholder of this corporation. If any shareholder becomes legally disqualified to practice as a dentist in the State of Florida, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately be subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

#### ARTICLE XV

#### ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and or the purposes and objects herein stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing, profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following:

- (1) a pension plan.
- (2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession.
- (3) a stock bonus plan.
- (4) a thrift and savings plan.
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

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ARTICLE XVI  
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. All rights of shareholders are subject to this reservation.

ARTICLE XVII  
PREMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation or the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance or fractional shares) at the price which it is offered to others.


WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of March, 2004.

  
MARC A. MINCH

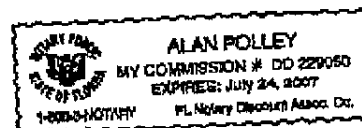
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared MARC A. MINCH, to me well known and to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Deerfield Beach, Broward County, Florida, this 12 day of March, 2004.

  
ALAN POLLEY  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



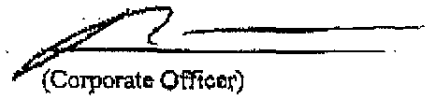
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST - That **MARC A. MINCH, D.M.D., P.A.**, desiring to organize or qualify under the laws  
of State of Florida with its principal place of business at City of Boynton Beach, State of Florida, has  
named **MARC A. MINCH**, located at 7608 Great Oak Drive, Lake Worth, Florida 33467-7107, as its  
agent to accept service of process within Florida.

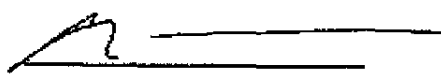


(Corporate Officer)

Title: President

Date: March 12 2004

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 I further agree to comply with the  
provisions of all statutes relative to the proper and complete performance of my duties.



(Resident Agent)

Date: March 12 2004

C:\RE\Minch Articles of Incorpor.

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04 MAR 15 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA