

APR-01-04 THU 05:25  
Division of Corporations

LAZARUS CORPORATION

FAX 30522

PAGE 1

P0400005697

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H04000069694 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : LAZARUS CORPORATE FILING SERVICE, INC.  
Account Number : 120000000019  
Phone : (305)552-5973  
Fax Number : (305)220-1440

**FLORIDA PROFIT CORPORATION OR P.A.**

**ADVANTAGE DENTAL ESTHETIC GROUP, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 06      |
| Estimated Charge      | \$78.75 |

STATE OF  
FLORIDA  
TALLAHASSEE, FLORIDA

04 APR -1 PM 3:14

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

H04000069694

**ARTICLES OF INCORPORATION**  
**OF**

**ADVANTAGE DENTAL ESTHETIC GROUP, INC.**

SECRET  
TALLAHASSEE, FLORIDA

04 APR - 1 PM 3:14

**FILED**

We, the undersigned, hereby associate ourselves together under the Laws of the State of Florida, under the provisions of formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

**ARTICLE ONE**

**Name of the Corporation**

The Name of this Corporation shall be:

**ADVANTAGE DENTAL ESTHETIC GROUP, INC.**

**ARTICLE TWO**

**Nature of Business**

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the Laws of the State of Florida, including but not limited to the Dental Services.

**ARTICLE THREE**

**Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 Shares each having a per value of \$1.00 per share of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders. All or part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

H04000069694

H04000069694

**ARTICLE FOUR**  
**Initial Capital**

The amount of capital with which this Corporation shall begin business shall be: Five Hundred Dollars (\$500.00).

**ARTICLE FIVE**  
**Term of Existence**

This Corporation shall have perpetual existence.

**ARTICLE SIX**  
**Principal Office**

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such places within or without the State of Florida that may be deemed expedient:

17130 ARVIDA PARKWAY STE. 3  
WESTON, FLORIDA 33326

**ARTICLE SEVEN**  
**Directors**

There shall be an Initial Board of Directors for this Corporation which shall consist of TWO officers, but shall never be less than ONE. Each of said Directors shall be of full age and each of them shall be residents of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the corporation, by the same vote as required to elect a Director.

H04000069694

H04000069694

**ARTICLE EIGHT**  
**Initial Board of Directors**

The names and addresses for the initial Board of Directors is as follows:

| NAME             | ADDRESS  | OFFICER     |
|------------------|--|-------------|
| JORGE E. MESA    | 17130 ARVIDA PKWY. STE. 3<br>WESTON, FLORIDA 33326 | PRESIDENT   |
| MARGARET A. MESA | 17130 ARVIDA PKWY. STE. 3<br>WESTON, FLORIDA 33326 | V/PRESIDENT |

**ARTICLE NINE**  
**Incorporators**

The name and address of each subscriber to these Articles of Incorporation and the number of shares each agrees to purchase are:

| NAME             | ADDRESS  | NO. OF SHARES |
|------------------|--|---------------|
| JORGE E. MESA    | 16272 SEGOVIA CIRCLE NORTH<br>FEMERROKE PINES, FL. 33029 | 250           |
| MARGARET A. MESA | 16272 SEGOVIA CIRCLE NORTH<br>FEMBROKE PINES, FL. 33029  | 250           |

**ARTICLE TEN**  
**Conflict of Interest**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in; or are Directors or officers of, such other Corporation: any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be fully disclosed to each of the other shareholder and officers of the corporation or shall have been known to the Board of directors or a majority thereof, and any Director of this corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

H04000060604

H04000069694

## ARTICLE ELEVEN

## Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

---

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this 8th Day of MARCH 30, 2004.

  
\_\_\_\_\_  
JORGE E. MESA  
President

Sworn to and subscribed before me this 30TH Day of MARCH, 2004.

  
\_\_\_\_\_  
Notary Public



ALINA B. LOPEZ  
MY COMMISSION # 00149259  
EXPIRES: September 13, 2009  
Bonded Thru Budget Notary Services

H04000069694

H04000069694

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

**1. THE NAME OF THE CORPORATION IS:**

**ADVANTAGE DENTAL ESTHETIC GROUP, INC.**

**2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:**

**JORGE E. MESA  
17130 ARVIDA PRWY. STE. 3  
WESTON, FLORIDA 33326**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED

AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR  
WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED  
AGENT.

SIGNATURE: \_\_\_\_\_

DATE: 03-30-2004

TALLAHASSEE, FLORIDA

APR - 1 PM 3:14

FILED

H04000069694