

P04000058725

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C. COULLETTE

SEP 30 2009

EXAMINER

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ORLANDO ENDODONTIC SPECIALISTS, P.A.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, **ORLANDO ENDODONTIC SPECIALISTS, P.A.** adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is "Orlando Endodontic Specialists, P.A."
2. The original Articles of Incorporation for the corporation were filed on April 5, 2004, and assigned Charter No. P04000058725.
3. The amendment set forth below was adopted as of September 27, 2009. The number of votes cast for the amendment by the shareholders was sufficient for approval.
4. Article III of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE III - CAPITAL STOCK

1. **Classes of Common Stock.** The Corporation is authorized to issue two thousand (2,000) shares of common stock separated into two (2) classes as follows: (i) one thousand (1,000) of such shares of common stock are shares of voting common stock, with a par value one dollar (\$1.00) per share, and (ii) (1,000) of such shares of common stock are shares of non-voting common stock, with a par value of one dollar (\$1.00) per share.

2. **Voting Rights of Common Stock.** The holders of voting common stock will possess and exercise all voting rights with regard to actions to be taken by shareholders of the Corporation generally, including the election of directors, and each record holder of shares of voting common stock will be entitled to one vote for each share held. The holders of non-voting common stock will not have or possess any voting rights for any purpose, except to the extent required by law. Except for the difference in voting rights, the voting common stock and the non-voting common stock shall be the same in all other respects and shall have all the same rights and entitlements.

3. **Dividends.** Any dividends or other distributions to be made by the Corporation to its shareholders shall be made to the holders of the voting common stock and the holders of the non-voting common stock, pro rata, on a per share basis without any preference to the holders of either class.

4. **No Liquidation Preference.** Upon any liquidation, dissolution or winding up of the Corporation (either voluntary or involuntary), the assets of the Corporation available for distribution to its shareholders shall be distributed to the holders of the voting common stock and the holders of the non-voting common stock, pro rata, on a per share basis without any preference to the holders of either class."

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IN WITNESS WHEREOF, the President of the corporation has executed these Articles of Amendment below on behalf of the corporation on this 21 day of September, 2009.

ORLANDO ENDODONTIC
SPECIALISTS, P.A., a Florida
professional service corporation

By: 

Timothy J. Temple, President