

PO400007h336



Doral Shops Dental Center INC.

4201 NW 107th Avenue, Miami, FL 33178

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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7/25/04

ARTICLES OF INCORPORATION
OF
TOTAL DENTAL MANAGEMENT GROUP, INC.

ARTICLE I

The name of this corporation shall be:
TOTAL DENTAL MANAGEMENT GROUP, INC.

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V

The principal street address and the initial registered office of the Corporation is :
4201 N.W. 107th Avenue, Miami, FL. 33178. and the name of the initial registered agent of this corporation at that address is : **ROBERT G. ARIAS**

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of 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 of fractional share) at the price at which it is offered to others.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is (are):

ROBERT G. ARIAS.

**4201 N.W. 107th AVENUE
MIAMI, FL. 33178**

ARTICLE VIII

1.- The initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter, or repeal any bylaw adopted by the directors. The directors may not alter, amend or repeal any by-laws adopted by the stockholders, nor may the directors adopt by-laws which would be in conflict with the by-laws adapted by the stockholders.

2.- Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors, shall be deemed to have received proper notice of such meeting unless he (she) shall make objection at such meeting to any defect on insufficiency of notice.

3.- Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation for all reasonable costs and expenses incurred by or imposed upon him (her) in connection with, or arising out of any claim, demand, action,

suit or proceeding in which he (she) may be involved or to which he (she) may be made a party for reason of his (her) being or having been a director or officer of the corporation, said costs and expenses to include attorney's fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he (she) finally be adjudged in any such action, suit or proceeding to have been derelict in the performance of his (her) duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he (she) may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

4.- A director or officer of the corporation shall not be disqualified by reason of his office from dealing or contraction with the corporation either as a lender, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a stockholder or director, is in any way interested in such transaction or contract, provided that such contract or transaction is or shall be authorized, ratified or approved by either: (a) a vote of a majority of the outstanding shares of common stock in the corporation entitled to vote; or (b) a vote of a majority of the board of directors having no interest in such contract or transaction. A director interested in a contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.

ARTICLE IX

The name(s) and addresses(es) of the person (s) signing these articles is (are):

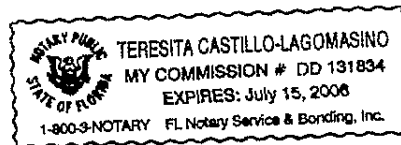
ROBERT G. ARIAS

4201 N.W. 107th AVENUE
MIAMI, FL. 33178

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these
articles of incorporation this 26TH DAY OF APRIL 2004



ROBERT G. ARIAS

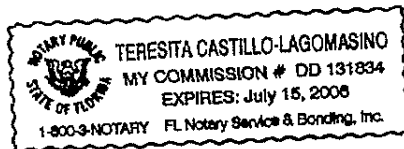

NOTARY Public

STATE OF FLORIDA-
COUNTY OF DADE-

Before me a Notary Public authorized, to take acknowledgments in the state and county set forth above, personally appeared Robert G. Arias, known by me to be the person(s) who executed the foregoing articles of incorporation, and he (she)(they) acknowledge before me that he(she)(they) executed those articles of incorporation,

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal, in the state and county aforesaid, this 26th day of April, 2004


NOTARY PUBLIC, State of Florida at Large.



**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE**

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

Total Dental Management Group, Inc.

desiring to organize or qualify under the laws of the State of Florida with it's principal place of business in the City of Miami, County of Miami-Dade has named:

Robert G. Arias.

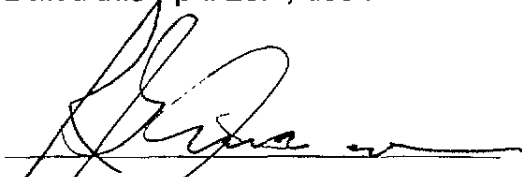
4201 N.W. 107TH Avenue
Miami, Fl. 33178

as it's agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated this April 26th, 2004



Robert G. Arias

RESIDENT AND REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA