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(Business Entity Name)

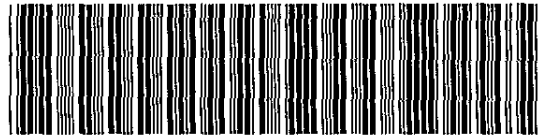
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APPROVED
AND
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04 NOV -2 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
04 NOV -2 AM 9:34
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

✓✓

CB 11-2

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Edward A. Rumbarger, DDS, PA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION

OF

EDWARD A. RUMBERGER, D.D.S., P.A.

APPROVED
AND
FILED
04 NOV -2 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is licensed or otherwise legally authorized to practice dentistry in the State of Florida, for the purpose of forming a corporation in accordance with the Florida Professional Service Corporations and Limited Liability Company Act, F.S. Section 621.01 *et seq.*, hereby adopts the following Articles of Incorporation. -----

ARTICLE I

NAME AND ADDRESS

The name of this corporation is EDWARD A. RUMBERGER, D.D.S., P.A. (the "Corporation"), and its principal address is 3425 10th Street North, Naples, Florida 34103.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

- a. To engage in the practice of dentistry in the specialty of Oral and Maxillofacial Surgery as a professional corporation and to own, lease or otherwise occupy and operate a dental office for said purpose.

- b. To promote dentistry and research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional medical services.
- c. To do everything necessary, proper or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these articles of incorporation.

The purposes of this Corporation shall be carried out only through officers, employees and agents, each of whom is licensed or otherwise legally qualified to render professional dental services in the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock..

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 800 Harbour Drive, Suite 5, Naples, Florida 34103, and the name of the initial registered agent of this corporation at that address is Craig D. Blume.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The name and address of the initial director of this corporation is Edward A. Rumberger, 3425 10th Street North, Naples, Florida 34103. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. A member of the board of directors must hold a valid Florida license to provide dental services.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Edward A. Rumberger, 3425 10th Street North, Naples, Florida 34103.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the


care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice

ARTICLE X

RESTRICTION ON TRANSFER OF SHARES

No shareholder of the Corporation may sell or transfer his or her shares in the Corporation except to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the Corporation under the law of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27 day of October, 2004.

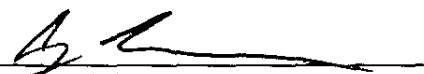

Edward A. Rumberger, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, appeared Edward A. Rumberger personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 27 day of October, 2004.




Notary Public

My Commission Expires:

APPROVED
AND
FILED

04 NOV -2 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RESIDENT AGENT ACCEPTANCE

I, Craig D. Blume, agree to serve as resident agent and accept service for Edward A. Rumberger, D.D.S., P.A., at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 27th day of October, 2004.


Craig D. Blume