

FROM

Division of Corporations

2005

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P05000044688

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

JOSEPH A. CUSCIONE, D.D.S., P.A.

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FROM :

FAX NO. :

Mar. 24 2005 09:59AM P2

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2005 MAR 24 A 8:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

JOSEPH A. CUSCIONE, D.D.S., P.A.

The undersigned incorporator, for the purpose of forming a professional corporation in the state of Florida hereby adopts the following Articles of Incorporation.

Article I

Name, Duration and Purpose

The name of the corporation is Joseph A. Cuscione, D.D.S., P.A. The duration of the corporation is perpetual. The effective date upon which the corporation shall come into existence shall be the date these Articles are filed by the Secretary of State. The corporation is formed for the object and purpose of, and the nature of the business to be conducted and promoted by the corporation is, the operation of a dental practice.

Article II

Principal Office

The address of the principal office and mailing address of the corporation in the State of Florida is 4235 Marsh Landing Blvd., Suite 432, Jacksonville Beach, FL 32250.

Article III

Capital Stock

The maximum number of shares of stock which the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having no par value.

Article IV

Registered Office and Agent

The street address of the registered office of the corporation is 4235 Marsh Landing Blvd., Suite 432, Jacksonville Beach, FL 32250 and the name of the registered agent of the corporation at that address is Joseph A. Cuscione, D.D.S.

Article V

Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the bylaws of the corporation, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws of the corporation.

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Mar. 24 2005 09:59AM P3

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Article VI
Bylaws

The power to adopt, amend or repeal bylaws for the management of the corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

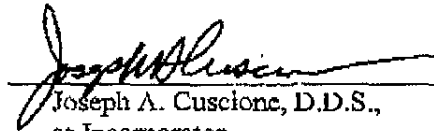
Article VII
Incorporator

The name and street address of the incorporator of the corporation is Joseph A. Cuscione, D.D.S., 4235 Marsh Landing Blvd., Suite 432, Jacksonville Beach, FL 32250.

Article VIII
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 statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 22 day of March, 2005.



Joseph A. Cuscione, D.D.S.,
as Incorporator

FROM :

FAX NO. :

Mar. 24 2005 10:00AM P4

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

2005 MAR 25 A 8:47

CLERK OF STATE
TALLAHASSEE, FLORIDA

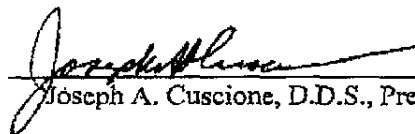
In compliance with applicable provisions of the Florida Business Corporations Act, the following is submitted:

Joseph A. Cuscione, D.D.S., P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Joseph A. Cuscione, D.D.S. as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 4235 Marsh Landing Blvd., Suite 432, Jacksonville Beach, FL 32250.

March 22, 2005

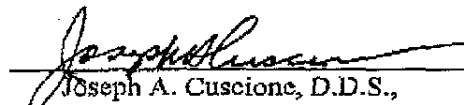
JOSEPH A. CUSCIONE, D.D.S., P.A.

By:


Joseph A. Cuscione, D.D.S., President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

March 22, 2005


Joseph A. Cuscione, D.D.S.,
as Registered Agent

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