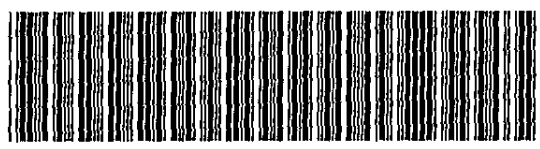


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**GWEN D. BLOOM, P.A.**  
ATTORNEYS AT LAW

**GWEN D. BLOOM**  
ADMITTED IN FLORIDA AND MASSACHUSETTS

320 W. SABAL PALM PLACE  
SUITE 300  
LONGWOOD, FL 32779

TELEPHONE (407) 682-3390  
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EMAIL GBLOOMPA@CFL.RR.COM

April 27, 2005

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Mary R. Isaacs, D.M.D., P.A.  
Effective Date: June 1, 2005

Dear Sir or Madam:

I enclose the following items regarding the formation of Mary R. Isaacs, D.M.D., P.A.:

1. Two signed originals of the Articles of Incorporation of Mary R. Isaacs, D.M.D., P.A., including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$78.75, payable to the Department of State, for the \$35.00 filing fee, the \$35.00 fee for the Designation of Registered Agent, and to obtain one certified copy of the Certificate of Incorporation.

Both copies of the Articles of Incorporation have been subscribed to and acknowledged by the incorporator. I would appreciate your endorsing your approval of the Articles of Incorporation on the duplicate copy and returning it to me at your earliest convenience.

In the event you need more information, or have any questions, please contact me.

Cordially yours,



Gwen D. Bloom

GDB:cv  
Enclosures.  
cc: Mary R. Isaacs, D.M.D.

ARTICLES OF INCORPORATION

OF

MARY R. ISAACS, D.M.D., P.A.

FILED

05 MAY -2 PM 3:57

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a Dentist duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be MARY R. ISAACS, D.M.D., P.A.

ARTICLE II - GENERAL NATURE OF BUSINESS

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

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Dentist duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents of this corporation who are duly licensed under the laws of the State of Florida to practice dentistry therein.

B. To invest the funds of this corporation in any investments, including but not limited to real estate, mortgages, stocks, or bonds, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

#### ARTICLE IV - DURATION

This corporation shall exist perpetually, commencing on June 1, 2005.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be:

320 W. Sabal Palm Place, Suite 300, Longwood, Florida 32779

The name of the initial registered agent of this corporation at that address shall be:

Gwen D. Bloom

#### ARTICLE VI - ADDRESS OF CORPORATION

The corporation's principal office and mailing address shall be:

5965 Red Bug Lake Road, Suite 233, Winter Springs, Florida 32708

ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1).

B. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

C. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Mary R. Isaacs, D.M.D.	5965 Red Bug Lake Road Suite 233 Winter Springs, FL 32708	President/ Secretary/ Treasurer/ Director

ARTICLE IX - SUBSCRIBER TO ARTICLES

The following are the name and address of the subscriber to these Articles of Incorporation, who is a Dentist duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Mary R. Isaacs, D.M.D.	5965 Red Bug Lake Road Winter Springs, FL 32708

ARTICLE X - SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Dentist under the laws of the State of Florida. No shareholder of this corporation may sell or transfer her shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of her shares.

ARTICLE XI - BY-LAWS

The shareholders of this corporation shall have the sole power to adopt, alter, amend or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XII - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of her shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, that the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a corporate health plan or plans, (5) a group term life insurance plan, or (6) any other retirement or incentive compensation plan.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XIII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal this 4<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
MARY R. ISAACS, D.M.D.

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions 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 MARY R. ISAACS, D.M.D., P.A.
2. The name and address of the registered agent and office is Gwen D. Bloom, 320 W. Sabal Palm Place, Suite 300, Longwood, Florida 32779.

Date: April 26, 2005

  
\_\_\_\_\_  
Mary R. Isaacs, D.M.D.

**ACCEPTANCE**

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.

Date: April 26, 2005

  
\_\_\_\_\_  
Gwen D. Bloom