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THE COOPER LAW FIRM

A PROFESSIONAL ASSOCIATION

Attorneys & Counselors at Law

100 West Call Street, Suite A • Starke, Florida 32091

June
20, 2005

Division of Corporations
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: ADAM W. MARCHESE, DMD, P.A.
Articles of Incorporation

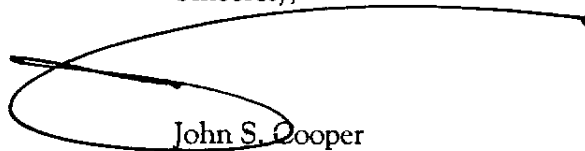
Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for ADAM W. MARCHESE, DMD, P.A. Also enclosed is my firm's check in the amount of \$87.50 to cover the cost of filing same.

Upon filing the articles, please return a copy of same to the address above.

Your assistance in this matter is greatly appreciated.

Sincerely,



John S. Cooper

JSC/ds
Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
ADAM W. MARCHESE, DMD, P.A.**

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the law of the State of Florida as follows:

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is **ADAM W. MARCHESE, DMD, P.A.**

**ARTICLE II
TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

**ARTICLE III
GENERAL NATURE OF BUSINESS**

This corporation is organized for the following purposes:

- A. To provide professional dental services; and
- B. To engage in any lawful business authorized under the laws of the State of Florida.

**ARTICLE IV
POWERS**

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to sue the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

FILED
SECRETARY OF STATE
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- D. To purchase, take receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
 - E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
 - F. To lend money to and sue its credit to assist its officers and employees to the full extent permitted by law.
 - G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
 - H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
 - I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
 - K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
 - L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
 - M. To make donations to the public welfare or for charitable, scientific, or educational purposes.
 - N. To transact any lawful business that the board of directors shall find will be an aid of governmental policy.

- O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any or al of the directors, officers, and employees of its subsidiaries.
- P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- Q. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **CAPITAL STOCK**

This corporation is authorized to issue ONE THOUSAND (1,000) shares of \$1.00 par value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than TWENTY-FIVE (25) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE VI **INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation in the State of Florida will be: 100 West Call Street, Starke, Florida 32091, and the name of its initial registered agent at such address is: JOHN S. COOPER. The street address of the principal office is: 315 West Call Street, Starke, Florida 32091. The mailing address of the principal office is: 315 West Call Street, Starke, Florida 32091.

ARTICLE VII **DIRECTORS**

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time in the manner provided for in the bylaws of the corporation, provided

be set forth in the bylaws of the corporation. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

DIRECTOR

ADDRESS

ADAM W. MARCHESE, DMD

**315 W. Call Street
Starke, FL 32091**

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is:

ADAM W. MARCHESE, DMD

**315 W. Call Street
Starke, FL 32091**

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, incorporator, officer, employee or agent of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any rights to which such director or officer may be entitled, under the bylaw, agreement, vote of shareholder or otherwise.

ARTICLE X
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI
REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XII
AMENDMENT

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

IN WITNESS WHEREOF, we have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th day of June, 2005.

