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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09/27/05--01022--030 \*\*78.75

D. WHITE SEP 29 2005

ROBERT S. THURLOW, P.A.  
ATTORNEY AT LAW  
CERTIFIED FAMILY MEDIATOR  
415 CANAL STREET  
NEW SMYRNA BEACH, FLORIDA 32168

ASSISTANTS:  
JANE MYERS: FAMILY & CIVIL  
DIANE EYRE: ESTATES & PROPERTY  
MARJORIE THURLOW: CLIENT SERVICES  
GLENDA SNELL: ACCOUNTING

PHONE:  
(386) 424-1530  
FAX:  
(386) 424-1493  
E-MAIL:  
rthurlow@bellsouth.net

September 26, 2005

Florida Department of State  
Corporate Records Bureau  
Div. of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: ROGER PRIETO, P.A.

Dear Sir/Madam:

Enclosed are the following:

1. Original Articles of Incorporation and one copy
2. Total fee of \$78.75 fee
3. Return envelope

Please process the articles, and return a stamped copy of the articles and certificate of incorporation. Should you have any questions, please do not hesitate to call.

Very truly yours,



Robert S. Thurlow

RST:jkm  
Enclosures  
cf: Client

ARTICLES OF INCORPORATION

OF

ROGER PRIETO, P.A.

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2005 SEP 27 A 9:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice dentistry under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I. NAME

The name of the professional service corporation is ROGER PRIETO, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and the mailing address of this corporation is 1401 S. Ridgewood Avenue, Edgewater, Florida 32132.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of dentistry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

#### ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be one hundred (100) shares having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

#### ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1401 S. Ridgewood Avenue, Edgewater, Florida 32132, and the name of the initial registered agent at that address is Kimberly McCormick.

#### ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of four (4). The names and addresses of the members of the first board of directors are:

**Dr. Roger Prieto**  
1401 S. Ridgewood Avenue, Edgewater, Florida 32132

**Kimberly McCormick, Director**  
1401 S. Ridgewood Avenue, Edgewater, Florida 32132

**Michael McCormick**  
1401 S. Ridgewood Avenue, Edgewater, Florida 32132

**Elizabeth Prieto**  
1401 S. Ridgewood Avenue, Edgewater, Florida 32132.

#### ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is Roger Prieto, 809 Ocean Avenue, New Smyrna Beach, Florida 32169.

#### ARTICLES IX. RESTRAINT ON ALIENATION OF SHARES


The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that

purpose. If any shareholder becomes legally disqualified to practice dentistry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

**ARTICLES IX. AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

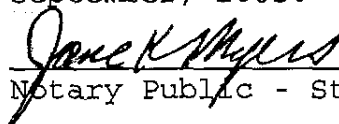
IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on this 23 day of September, 2005.

  
ROGER PRIETO

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing Articles of Incorporation were acknowledged before me on this 23 day of September, 2005.

My commission expires:

  
Notary Public - State of Florida

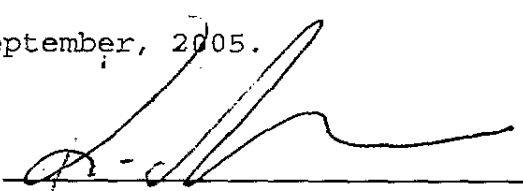


Jane K. Myers  
MY COMMISSION # DD232566 EXPIRES  
October 27, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of ROGER PRIETO, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 20 day of September, 2005.

  
KIMBERLY McCORMICK

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA