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FLORIDA PROFIT CORPORATION OR P.A.

WILLIAM F. COOPER, D.D.S., P.A.

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**ARTICLES OF INCORPORATION
OF
WILLIAM F. COOPER, D.D.S., P.A.**

FILED
2005 DEC 27 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Professional Service Corporation Act, as particularly set forth in Chapter 621 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be WILLIAM F. COOPER, D.D.S., P.A. The initial principal business address of the corporation is 6323 Corporate Court, Fort Myers, Florida 33919.

**ARTICLE 2
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE 3
PURPOSE**

This corporation may engage in each and every aspect of the general practice of dentistry but only through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services; and engage in any and every other activity permitted from time to time for a corporation so formed to engage in.

**ARTICLE 4
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 5
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

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NAME

ADDRESS

GUY E. WHITESMAN

1715 Monroe Street
Fort Myers, Florida 33901

ARTICLE 6
DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one Director initially, and the name and address of the initial Director is as follows:

NAME

ADDRESS

WILLIAM F. COOPER, D.D.S.

6323 Corporate Court
Fort Myers, Florida 33919

ARTICLE 7
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

ARTICLE 8
SHAREHOLDERS' AGREEMENT

In the event a Shareholders' Agreement exists among all of the shareholders of the corporation and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

ARTICLE 9
INCORPORATOR

The name and the address of the person signing these Articles of Incorporation are as follows:

NAME

ADDRESS

GUY E. WHITESMAN

1715 Monroe Street
Fort Myers, Florida 33901

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These Articles of Incorporation have been executed this 27th day of December, 2005.


GUY E. WHITESMAN, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.


GUY E. WHITESMAN, Registered Agent