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#### LAW OFFICES

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January 30, 2006

RAYMOND A. DOUMAR, P.A.\*
C. WILLIAM LAYSTROM, JR., P.A.
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JOHN D. VOIGT, P.A.
JEFFREY S. WACHS, P.A.†

JOHN W. PERLOFF, P.A. OF COUNSEL

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

# RE: ARTICLES OF INCORPORATION THE CENTER FOR DENTAL IMPLANTS OF SOUTH FLORIDA

Dear Sirs:

Enclosed herewith please find the original and one copy of the Articles of Incorporation pertaining to the above named corporation, together with a check in the amount of \$78.75 representing the following fees and costs:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$ 78.75

Please return one certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

RAYMOND A. DOUMAR

For the firm

RAD/gas Encs

# **ARTICLES OF INCORPORATION**

#### <u>OF</u>

# ARUN K. GARG, D.M.D., P.A.

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

## ARTICLE I

The name of the corporation shall be ARUN K. GARG, D.M.D., P.A.

#### ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To conduct and carry on the practice of dentistry, specifically providing dental implants, including the performance of any and all service pertinent thereto in accordance with the provisions of Chapter 621 of the Florida Statutes also known and the Professional Service Corporation Act.
- B. To construct and/or repair property, houses, buildings and other property of any nature. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, or other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money

borrowed, or in payment of property purchased or acquired, or for other lawful objects.

- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, and to engage in any business, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

#### ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock at ONE DOLLAR (\$1.00) par value.

#### **ARTICLE IV**

The amount of capital with which this corporation shall begin business shall be \$500.00.

# ARTICLE V

The existence of this corporation shall be perpetual, commencing upon the filing of these Articles of Incorporation.

## ARTICLE VI

The initial principal office of this corporation shall be located at 6633 Roxbury Lane, Miami Beach, Florida 33141

# ARTICLE VII

The Board of Directors of this corporation shall consist of not less than one (1) and not more than six (6) members.

## ARTICLE VIII

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, and until their successors shall have been elected and qualified, or until their earlier resignation, removal or death, are as follows:

**NAME** 

**ADDRESS** 

ARUN K.GARG

6633 Roxbury Lane Miami Beach, Florida 33141

#### **ARTICLE IX**

The registered agent and the registered office for this corporation will be:

**AGENT** 

**OFFICE** 

HEATHER LEE

6633 Roxbury Lane Miami Beach, Florida 33141

#### ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation are as follows:

**NAME** 

**ADDRESS** 

**SHARES** 

ARUN K.GARG

6633 Roxbury Lane Mìami Beach, Florida

500

33141

**ARTICLE XI** 

The officers of the corporation until the first meeting of the corporation's Board of Directors,

or until successors are elected, shall be:

<u>NAME</u>

OFFICE

ARUN K.GARG

President, Secretary, Treasurer

ARTICLE XII

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

amendment shall be approved by the Board of Directors, proposed by them to the shareholders and

approved at a shareholders' meeting by at least a majority of the shares entitled to vote, unless all

of the directors and all of the shareholders

sign a written statement manifesting their intention that a certain amendment to these Articles of

Incorporation be made.

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation

at the initial registered office designated in these Articles of Incorporation, I hereby accept such

status and consent to act in this capacity and agree to comply with all the requirements of law

pertaining thereto.

REGISTERED AGENT

called Lee

HEATHER LEE

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IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these

Articles of Incorporation.

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STATE OF FLORIDA )
ss:
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day personally appeared ARUN K. GARG, to me well known to be the same person described in and who executed these Articles of Incorporation, and he acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true. He is personally known to me or has produced as identification and he did/did not take an oath.

WITNESS my hand and seal this \_25 day of January, 2006.

Notary Public, State of Florida

Print Name: FREDAC, BREECE

My Commission Expires:

Commission No.

OFFICIAL NOTARY SEAL FREDA C BREECE NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. DD152855 MY COMMISSION EXP. SEPT 26,2006 **CERTIFICATE OF DESIGNATION** 

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.0501, Florida Statutes, the mentioned

corporation, organized under the laws of the State of Florida, submitted the following

statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ARUN K. GARG, D.M.D. P.A.

2. The name and street address of the Registered Agent and office is

HEATHER LEE 6633 Roxbury Lane, Miami Beach 33141.

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: Janurary 25, 2006.

Heathor Lee

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