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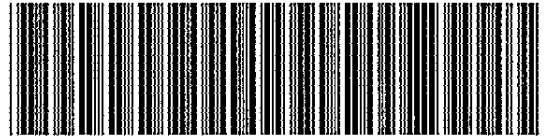
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TALLAHASSEE, FLORIDA

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**HERDMAN & SAKELLARIDES, P.A.**

*Attorneys at Law*

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April 25, 2006

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

Re: Articles of Incorporation of Monica Baez Smith, D.D.S., P.A.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for Monica Baez Smith, D.D.S., P.A.; and
2. Check in the amount of \$78.75 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.



John M. Sakellarides

JMS/kjs  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
MONICA BAEZ SMITH, D.D.S., P.A.**

FILED  
06 MAY -2 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Subscriber to the herein styled Articles of Incorporation, a natural person competent to contract, and duly licensed by the State of Florida to practice as a dentist, hereby establishes a professional service corporation under the laws of the State of Florida.

**ARTICLE I.  
NAME**

The name of this corporation shall be MONICA BAEZ SMITH, D.D.S., P.A.

**ARTICLE II.  
ADDRESS**

The principal address of this corporation is 6705 Hanley Road, Tampa, Florida 33634.

**ARTICLE III.  
DURATION**

This corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV.  
PURPOSE AND POWERS**

(a) This Corporation is organized solely for the purpose of conducting the practice of dentistry only through persons qualified to practice dentistry in the State of Florida. Such person shall practice the profession of dentistry in accordance with all rules for professional conduct promulgated by the State of Florida. The Corporation shall at all times comply with such standards of professional conduct.

(b) This Corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Florida law only in furtherance of and subject to the limitations stated in the preceding paragraph designated IV (a).

#### **ARTICLE V. QUALIFICATION OF SHAREHOLDERS**

All shareholders of the Corporation shall be persons duly licensed by the State of Florida to practice dentistry in the State of Florida. They shall also be individuals who, except for time spent for illness, accident, in the armed services, on vacations and on leaves of absence not to exceed one year, are actively engaged in the practice of dentistry in the offices of the Corporation. All shares of any shareholder who ceases to be eligible to be a shareholder of this Corporation shall be called immediately in accordance with the provisions of Paragraph VIII, or the ownership thereof shall otherwise immediately be vested in persons qualified to be shareholders.

#### **ARTICLE VI. CAPITAL STOCK AND INITIAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock at a par value of One Dollar (\$1.00) per share. The amount of capital with which this corporation will begin business is at least Five Hundred Dollars (\$500.00).

#### **ARTICLE VII. VOTING**

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation, except that in the election of Directors, he shall have the right to

vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall be allowed in the election of Directors or for any other purpose.

**ARTICLE VIII.**  
**CALL OF SHARES**

Any shares shall be callable on the vote of Seventy-Five Percent (75%) of the outstanding shares at a meeting duly called for the purpose, at a price and on a payment schedule as specified in the By-Laws, and if no price or payment schedule is so specified, the price shall be the pro rata net book value thereof as of the last day of the month preceding the month in which the call is made and the payment therefor shall be made in cash on receipt of shares. Such call need not be ratable; it may specify all or part of the shares of a particular shareholder. Such a call shall be made within thirty (30) days after any shareholder has ceased to be qualified to be a shareholder and shall be made with respect to all shares she owns.

**ARTICLE IX.**  
**RIGHT OF REDEMPTION**

Each shareholder shall have the right to require the Corporation to redeem all of his shares. If such a shareholder serves written demand on the Corporation that it do so, the Corporation shall redeem all of his shares at a price and on the time schedule provided in the By-Laws. If the By-Laws do not so provide, the price specified for called shares in ARTICLE VIII shall be the price, and if the By-Laws fail to provide a time schedule the shares shall be redeemed for cash on receipt of such shares.

**ARTICLE X.**  
**LIABILITY**

The Corporation shall be liable for the acts, errors and omissions of the employees of the Corporation to the degree now or hereafter specified by law.

**ARTICLE XI.**  
**INITIAL DIRECTOR**

The Corporation shall have one Director to constitute the initial Board of Directors. Her name and address is:

Monica Baez Smith, D.D.S.  
6705 Hanley Road  
Tampa, FL 33634

The President of this Corporation shall be a shareholder and director. All other officers and directors of the Corporation, to the extent possible, shall be persons eligible to be shareholders.

**ARTICLE XII.**  
**MANAGEMENT OF CORPORATION**

The business affairs of the Corporation shall be managed by the Board of Directors.

**ARTICLE XIII.**  
**REGISTERED AGENT**

The initial registered agent for this corporation is Monica Baez Smith, D.D.S. and the initial registered office is located at 6705 Hanley Road, Tampa, FL 33634.

**ARTICLE XIV.**  
**DATE CORPORATION SHALL COMMENCE BUSINESS**

The Corporation shall commence business on May 1, 2006.

**ARTICLE XV.**  
**STOCKHOLDER MEETINGS**

Subject to the provisions of the Florida Statutes, stockholders' meetings may be held at any place designated by the Directors.

**ARTICLE XVI.**  
**NAME AND ADDRESS OF INCORPORATOR**

The name and address of the original incorporator is:

Monica Baez Smith, D.D.S.  
6705 Hanley Road  
Tampa, FL 33634

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set her hand and seal  
this 22 day of April, 2006.

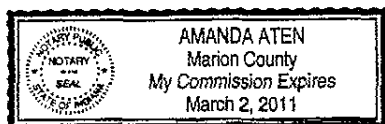
  
MONICA BAEZ SMITH, D.D.S.

STATE OF INDIANA )

COUNTY OF Marion )

I HEREBY CERTIFY, that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appears MONICA BAEZ SMITH, D.D.S., to me well known to be the person described as the incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

(Seal)



  
NOTARY PUBLIC

To me personally known: \_\_\_\_\_  
Identification shown: ✓

**CONSENT OF REGISTERED AGENT**

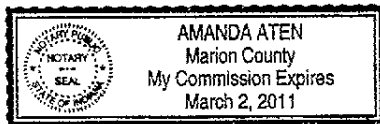
HAVING BEEN NAMED as Registered Agent for MONICA BAEZ SMITH, D.D.S., P.A.,  
at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the  
designation.

*[Signature]*  
MONICA BAEZ SMITH, D.D.S.

STATE OF INDIANA )  
COUNTY OF Marion )

BEFORE ME, the undersigned authority, personally appeared, MONICA BAEZ SMITH,  
D.D.S., who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered  
Agent, by her signed and sealed, in her free act and deed, this 22 day of April, 2006.

(Seal)



*[Signature]*  
NOTARY PUBLIC  
My Commission Expires:

To me personally known: \_\_\_\_\_  
Identification shown: ✓

FILED  
06 MAY -2 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA