

JUN. 14. 2006 9:01AM

CAPITAL CONNECTION

NO. 8604 P. 1

**P06000081673**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H06000143233 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850) 224-8870  
Fax Number : (850) 224-7047

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

## FLORIDA PROFIT/NON PROFIT CORPORATION

GMB MANAGEMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

FILED  
06 MAY 26 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

C.F. 6-15

JUN. 14. 2006 9:01AM

CAPITAL CONNECTION

PAGE 001/001

Florida NO. 8604 P. 2 State



May 26, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

YOUR CAPITAL CONNECTION, INC.

**RE-SUBMIT**

PLEASE OBTAIN THE ORIGINAL  
FILE DATE

SUBJECT: GMB MANAGEMENT, INC.  
REF: W06000024455

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L04000028344.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

FAX Aud. #: H06000143233  
Letter Number: 206A00037116

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

JUN. 14. 2006 9:01AM

CAPITAL CONNECTION

NO. 8604 P. 3

H06000143233

FILED

06 MAY 26 PM 12:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

GMB Dental Management, Inc.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name and street address of this corporation shall be: GMB Dental Management, Inc.  
2516 SQUAW CIRCLE, CLERMONT, FL 34711. The mailing address of this corporation shall be  
2516 SQUAW CIRCLE, CLERMONT, FL 34711.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

Delores K. Berglin

2516 SQUAW CIRCLE  
CLERMONT, FL 34711

H06000143233

H06000143233

The names and addresses of the Directors are:

<u>NAME</u>	<u>ADDRESS</u>
GARY M. BERGLIN	2516 SQUAW CIRCLE CLERMONT, FL 34711
DELORES K. BERGLIN	2516 SQUAW CIRCLE CLERMONT, FL 34711

**ARTICLE V**  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
Term of Existence

This corporation shall exist perpetually.

**ARTICLE VIII**  
Directors

A. The business of the corporation shall be managed initially by two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

H06000143233

H06000143233

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### ARTICLE IX

##### Effective Date

The date that corporate existence shall begin shall be the date of filing of these Articles of Incorporation with the state of Florida.

#### ARTICLE X

##### Registered Office and Registered Agent

The address of the initial registered office of this corporation is 2516 SQUAW CIRCLE, CLERMONT, FL 34711. The name and address of the Registered Agent of this corporation is DELORES K. BERGLIN, 2516 SQUAW CIRCLE, CLERMONT, FL 34711.

#### ARTICLE XI

##### Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 24<sup>th</sup> day of May, 2006.

  
DELORES K. BERGLIN

H06000143233

JUN. 14. 2006 9:02AM  
H06000143233

CAPITAL CONNECTION

NO. 8604 P. 6

ACCEPTANCE

I hereby accept appointment as Registered Agent of GMB Dental Management, Inc.

Dated: May 24, 2006.

Delores K. Berglin  
DELORES K. BERGLIN

FILED

06 MAY 26 PM 12:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H06000143233