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JOHNSON POPE

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FLORIDA PROFIT/NON PROFIT CORPORATION

ERNEST H. MCDOWELL, D.M.D., P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
ERNEST H. MCDOWELL, D.M.D., P.A.**

The undersigned, being of legal age, a natural person duly licensed to practice medicine under the laws of the State of Florida, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS**

The name of this professional corporation shall be ERNEST H. MCDOWELL, D.M.D., P.A. The mailing and principal office address of the Corporation is 1433 Court Street, Clearwater, Florida 33756.

**ARTICLE II
PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, except that the Corporation shall not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to practice orthodontia within the State of Florida.

**ARTICLE III
CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof, shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE / PAR SHARE
10,000	\$0.01

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

Prepared By:

Michael G. Little, Esq.
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0861677
(727) 461-1818

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ARTICLE IV
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE V
DURATION

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 1433 Court Street, Clearwater, Florida 33756, and the name of its initial registered agent at such address is ERNEST H. MCDOWELL, D.M.D.

ARTICLE VII
APPLICABLE LAWS

The Corporation shall operate as a professional corporation under Chapter 607 of the Florida Statutes except where the provisions of Chapter 621 of the Florida Statutes shall control.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation shall be one (1), and the name and address of the person sworn to serve as Director until the first annual meeting of shareholders or until his successor is elected and qualified are:

Name

ERNEST H. MCDOWELL, D.M.D.

Address

1433 Court Street
Clearwater, Florida 33756

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ARTICLE IX
INCORPORATOR

The name and address of the incorporator are as follows:

Name

Address

ERNEST H. MCDOWELL, D.M.D.

1433 Court Street
Clearwater, Florida 33756

ARTICLE X
CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE XI
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 1 day of June, 2006.


ERNEST H. MCDOWELL, D.M.D.

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, ERNEST H. MCDOWELL, D.M.D., P.A., desiring to organize under the laws of the State of Florida hereby designates ERNEST H. MCDOWELL, D.M.D., located at 1433 Court Street, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


ERNEST H. MCDOWELL, D.M.D.

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