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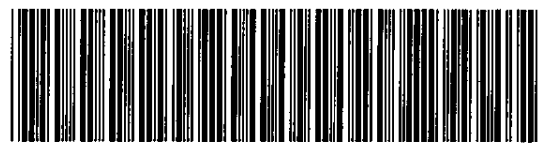
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2007 FEB - 8 P 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2-9-07
26

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PC ENDO SOUTH, P.A.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Peter S. Chen
Name (Printed or typed)

1138 Brantley Estates Drive
Address

Altamonte Springs, FL 32714
City, State & Zip

617-784-1970
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
PC ENDO SOUTH, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a Doctor of Dentistry duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I- NAME OF CORPORATION

The name of this corporation shall be PC Endo South, P.A.

ARTICLE II - PRINCIPAL OFFICE OF CORPORATION

The principal office for this corporation shall be 1138 Brantley Estates Drive, Altamonte Springs, FL 32714. The mailing address for this corporation shall be 1138 Brantley Estates Drive, Altamonte Springs, FL 32714.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Dentistry duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through shareholders, officers, employees and agents of the corporation who are duly licensed under the laws of the State of Florida to practice Dentistry therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of

any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock in amendment to its Articles of Incorporation.

ARTICLE V - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by

Bylaws adopted by the shareholders or Directors, but shall never be less than one (1).

C. The names and street addresses of the initial members of the Board of Directors, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Dr. Peter S. Chen, D.M.D., MMSc.	1138 Brantley Estates Drive Altamonte Springs, FL 32714	President, Secretary

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

E. Each Director shall be a Doctor of Dentistry duly licensed to render services as such under the laws of the State of Florida.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida shall be 1138 Brantley Estates Drive, Altamonte Springs, FL 32714. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is Dr. Peter S. Chen, D.M.D., MMSc. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII – INCORPORATORS

The following is the name and street address of the person signing these Articles of Incorporation, a Doctor of Dentistry duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Street Address</u>
Dr. Peter S. Chen, D.M.D., MMSc.	1138 Brantley Estates Drive Altamonte Springs, FL 32714

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall commence on the date of filing of these Articles of Incorporation, and shall exist perpetually unless dissolved according to law.

ARTICLE IX – SHAREHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Dentistry under the laws of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder hereunder. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X – BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XI – AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation 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 a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII – INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of February 2007.

A handwritten signature in black ink, appearing to read "Peter S. Chen", written over a horizontal line.

Dr. Peter S. Chen, D.M.D. MMSc.

Having been named Registered Agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Dr. Peter S. Chen, D.M.D., MMSc.

2/4/07

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA