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SLORETARY OF STATE DEPARTMENT OF STATE DIVISION OF SORPORATIONS
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March 23, 2007

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

Street Address:
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32314

RE: EQUINE DENTAL CARE, INC.

Dear Secretary of State,

Enclosed are <u>one original and a copy</u> of our Articles of Incorporation and the application fees for **EQUINE DENTAL CARE**, **INC**. in the amount of \$78.75. **Enclosed is a self-addressed Priority Mail envelope to send the Filed Articles and Certificate of Status in.** We appreciate that the documents be sent as soon as possible. Thank you.

DEPARIMENT OF STATES
BIVISION OF CORPORATIONS
TALLAHASSEF, FLORIDA

N

Sincerely,

Lauren Zimmerman

Incorporator

## ARTICLES OF INCORPORATION OF EQUINE DENTAL CARE, INC.

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### ARTICLE I NAME AND DURATION

The name of the corporation is EQUINE DENTAL CARE, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of the State.

## ARTICLE II PRINCIPAL OFFICE

The principal office is located at 625 Main St., Ste.23, Windermere, Florida 34786

#### ARTICLE III REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 625 Main Street, Suite 23, Windermere, Florida 34786. The name of the registered agent at such address is Morgan Tucker.

## ARTICLE IV CORPORATE PURPOSE, POWERS AND RIGHTS

- The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- 2. In furtherance of its corporate purpose, the Corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

### ARTICLE V CAPITAL STOCK

1. The total number of shares of capital stock which the Corporation has the

authority to issue is 2000 shares of Common Stock "A" Common Stock @ \$10.00 par value per share.

#### ARTICLE VI INCORPORATOR

The name and mailing address of the incorporator of this corporation is as follows:

Name

**Address** 

Lauren Zimmerman

501 N. Magnolia Avenue Orlando, Florida 32801

#### ARTICLE VII BOARD OF DIRECTORS

- The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
- 2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
- 3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name

Address

Morgan Tucker

4 Pine Street Windermere, Florida 34786

### ARTICLE VIII AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in theses Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX BYLAWS

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

### ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### ARTICLE XI TRANSFER OF SHARES

If, from time to time, a shareholders agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, the transfer of the Corporations Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void.

## ARTICLE XII PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in <u>Florida Statutes</u> 607.0603.

The undersigned for the purposes of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have according hereunder set my hand and seal.

DATED at Orlando, Orange County, Florida, this 26 day of 1000 day. 2007.

Mox

Morgan E. Tucke

#### REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That **EQUINE DENTAL CARE, INC.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Windermere, County of Orange, State of Florida, has named **Morgan Tucker** located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

#### ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping said office, and further states that it is familiar with section 607.0\\$01, Florida Statutes.

DATED: <u>08-26-07</u>	By: Name Verno
STATE OF FLORIDA )	
COUNTY OF ORANGE )	
The forgoing instrument was ack, 2007, by ; personally known to me or produced identification	nowledged before me this day of she as
	Stocken henry Contin
	STEPHEN HENRY CARTER
	(Notary Name Printed) MY COMMISSION # DD489570 EXPIRES: Nov. 9, 2009 NOTARY PUBLIC (487) 398-0153 Florids Notary Scrylos point
	Commission No.

