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ARTICLES OF INCORPORATION OF RICHARD E. AGUILA, DDS, P.A.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Richard E. Aguila, DES,

Section 1.2 <u>Address</u>. The principal office of the corporation shall be 11 T2 Lake Mead Avenue, Suite 532, Jacksonville, Florida 32256. The mailing address of the corporation shall be 194 Worthington Parkway, St. John, Florida 32259.

ARTICLE II

DURATION

Section 2.1 <u>Duration</u>. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSE

Section 3.1 <u>Purpose</u>. This corporation is organized for the purpose of the practice of dentistry.

ARTICLE IV

CAPITAL STOCK

- Section 4.1 <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock having a par value of \$1.00 per share.
- Section 4.2 <u>Restrictions on Transfer of Stock</u>. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

- Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 194 Worthington Parkway, St. Johns, Florida 32259, and the name of the initial registered agent of this corporation at that address is Richard E. Aguila, DDS.
- Section 5.2 <u>Acceptance by Registered Agent</u>. By executing these Articles as incorporator, the registered agent hereby accepts his appointment and agrees to act in this capacity and to comply with the provisions of the Florida Statutes governing same.

ARTICLE VI

DIRECTORS

- Section 6.1 <u>Number</u>. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.
- Section 6.2 <u>Initial Directors</u>. The name and street address of the member of the first board of directors of the corporation is:

Name

Address

Richard E. Aguila, DDS

194 Worthington Parkway St. Johns, Florida 32259

- Section 6.3 <u>Compensation</u>. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.
- Section 6.4 <u>Indemnification</u>. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 <u>Bylaws</u>. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, 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 VIII

INCORPORATION

Name and Address. The name and street address of the incorporator of this Section 8.1 corporation are:

Name

Address

Richard E. Aguila, DDS

194 Worthington Parkway St. Johns, Florida 32259

ARTICLE IX

AMENDMENT

Amendment. This corporation reserves the right to amend or repeal any Section 9.1 provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the __ day of June, 2009.

Richard E. Aguila, DDS

STATE OF FLORIDA COUNTY OF DUVAL

day of June, 2009, by Richard E. The foregoing instrument was acknowledged before me this 29 Aguila, who is personally known to me or has produced identification.

Notary Public State of Florida Matthew Mark Heekin My Commission DD752916

Notary Public Printed Name

My Commission Expires: