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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*MRD*  
*1/18/12*

**THOMAS N. SILVERMAN, P.A.**

*Attorneys At Law*

3801 PGA Boulevard, Suite 902

Palm Beach Gardens, Florida 33410

Telephone: (561) 775-7500

Facsimile: (561) 775-7503

THOMAS N. SILVERMAN, ESQ.  
LL.M. - Harvard University  
LL.M. (Tax) - New York University  
Florida Bar Board Certified Tax Attorney  
Also admitted in Pennsylvania

CHARLES T. WEISS, ESQ.  
J.D., LL.M. (Estate Planning)  
University of Miami

January 12, 2012

File # 75900.01

Florida Department of State  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Stuart Pediatric Dentistry, P.A. / New Filing

Dear Sir or Madam:

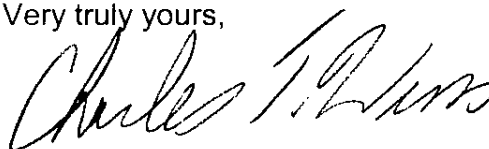
Enclosed please find the original Articles of Incorporation of STUART PEDIATRIC DENTISTRY, P.A. for filing together with one (1) copy of same.

Please date-stamp the photocopy provided and return it to the undersigned in the postage-paid, self-addressed envelope provided for this purpose.

Also enclosed is a check in the amount of \$78.75 in payment of the filing fees, including the fee for a Certificate of Status.

Of course, please feel free to contact us if you have any questions. Thank you.

Very truly yours,



Charles T. Weiss

CTW/jr:Matos.11  
Enclosures

cc Dr. Luis Matos

**ARTICLES OF INCORPORATION  
OF  
STUART PEDIATRIC DENTISTRY, P.A.  
A Florida Professional Service Corporation**

**FILED**  
12 JAN 17 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER, a natural person competent to contract, and duly licensed to render service as a pediatric dentist, hereby organizes and incorporates under the Professional Service Corporation Act, Florida Statutes Chapter 621 and Florida Statutes Chapter 607 not in conflict therewith.

**ARTICLE I**

The name of this corporation is STUART PEDIATRIC DENTISTRY, P.A.

**ARTICLE II**

The corporation is formed to engage in and conduct the general practice of pediatric dentistry and all activities and operations directly or indirectly related thereto, and as may be permitted by the Professional Service Corporation Act and other laws not in conflict therewith.

**ARTICLE III - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. All of said stock shall be issued as fully paid and non-assessable. Shares of stock shall only be issued to individuals licensed to practice dentistry in the State of Florida, and may not be transferred to nor held by others under the Florida Professional Service Corporation Act.

The corporation may restrict the transfer of the shares of its capital stock by any provision duly recited or referred to on the Certificate affected thereby.

**ARTICLE IV - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

**ARTICLE V - SHAREHOLDER RIGHTS**

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This Article V pertaining to

pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### **ARTICLE VI - INITIAL OFFICE AND AGENT**

The mailing address of this corporation is 312 Legare Court, Jupiter, FL 33458.

The name of the corporation's initial Registered Agent is CHARLES T. WEISS, ESQ. and the mailing address of the Registered Agent is c/o THOMAS N. SILVERMAN, P.A., 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, Florida 33410.

#### **ARTICLE VII - DIRECTORS**

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws.

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The name and address of each person to serve as a Director until the first annual meeting of shareholders, or until their successors are elected and qualify, are:

Name	Address
LUIS A. MATOS	312 Legare Court Jupiter, FL 33458

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator is:

Name	Address
LUIS A. MATOS	312 Legare Court Jupiter, FL 33458

#### **ARTICLE IX - BY-LAWS**

The By-laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

DATED this 11<sup>th</sup> day of January, 2012.

  
LUIS A. MATOS

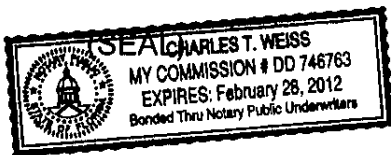
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

)  
)ss.  
)

The foregoing instrument was acknowledged before me by LUIS A. MATOS, who is personally known to me and who did take an oath.

11<sup>th</sup> WITNESS my hand and official seal in the County and State last aforesaid this  
day of January, 2012.



*Charles T. Weiss*

Notary Public State of Florida, at Large

My commission expires:

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12 JAN 17 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to 48.091(1) and 607.034, Florida Statutes:

STUART PEDIATRIC DENTISTRY, P.A., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at 312 Legare Court, Jupiter, FL 33458, has named CHARLES T. WEISS, ESQ., c/o THOMAS N. SILVERMAN, P.A., 3801 PGA Boulevard, Suite 902, Palm Beach Gardens, Florida 33410 as its initial registered agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

Dated this 11<sup>th</sup> day of January, 2012.

By: \_\_\_\_\_

  
CHARLES T. WEISS,  
Registered Agent

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TALLAHASSEE, FLORIDA