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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Sperling Dental, P.A.

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February 14, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KANE AND KOLTON, ATTORNEYS AT LAW

SUBJECT: SPERLING DENTAL, P.A.
REF: W13000009268

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H13000024357
Letter Number: 813A00003674

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ARTICLES OF INCORPORATION
OF
SPERLING DENTAL, P.A.

The undersigned incorporator, a natural person competent to contract and 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 and Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation shall be Sperling Dental, P.A.

ARTICLE II - 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 officers, employees and agents of this 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 investments, 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 objects 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.

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

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ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share, which may be fractional shares.

ARTICLE IV - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

**ARTICLE V - INITIAL REGISTERED OFFICE, REGISTERED AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered office of the corporation is as follows:

905 East Michigan Street, Orlando, Florida 32806

The name of the initial registered agent of the corporation is:

Michael A. Sperling

The street address of the corporate offices shall be:

905 East Michigan Street, Orlando, Florida 32806

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

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B. The name and address of the initial director and officer of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Michael A. Sperling	905 East Michigan Street Orlando, Florida 32806	President/Secretary Treasurer/ Director

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

ARTICLE VII - INCORPORATOR

The following is the name and address of the incorporator of this corporation, who is a Doctor of Dentistry duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
Michael A. Sperling, D.D.S.	905 East Michigan Street Orlando, Florida 32806

ARTICLE VIII - SHAREHOLDERS

Shares of the 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 of this corporation. 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 IX - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

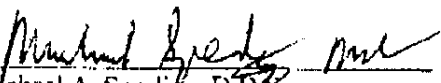
ARTICLE XII - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 13, 2013.


Michael A. Sperling, D.D.S.

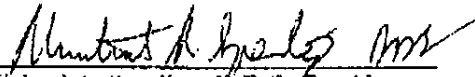
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CERTIFICATE OF DESIGNATION**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Sperling Dental, P.A.
2. The name and address of the registered agent and office is Michael A. Sperling, 905 East Michigan Street, Orlando, Florida 328061.

DATED February 13, 2013.


Michael A. Sperling, D.D.S., President

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED February 13, 2013.


Michael A. Sperling

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