

Charter Number Only

P93000068477

FILED

98 JAN -6 PM 2:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

100002396621--0
-01/12/98--01020--025
1137.50 **87.50

Richard Inglis
Requestor's Name
2455 E. Sumner Blvd. #300
Address
Ft. Lauderdale, FL 33304
City State ZIP Phone
#954)565-1977 A

CORPORATION(S) NAME

The Dollinger Group, Inc.

Restated
Articles &
Name Change

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
- Certified Copy
- Photo Copies
- Certificate Under Seal
- Call When Ready
- Call If Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name	11/7/98
Availability	
Document	
Examiner	DOU
Updater	DOU
Verifier	DOU
Acknowledgment	DOU
W.P. Verifier	DOU

COR APR 1998
C. TAX FILING 35
52.50
87.50
BALANCE DUE
REFUND

Empire Toll Free: 1-800-432-3028

RESTATED ARTICLES OF INCORPORATION

of

HOWARD I. DOLLINGER, D.D.S., P.A.

FILED
98 JAN -6 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Subscribers to these Articles of Incorporation, natural person over the age of 18 years, competent to contract, and dentists duly licensed to render services as such under the laws of the State of Florida, hereby present these articles for the formation of a corporation under The Professional Service Corporation Act and other laws of the State of Florida.

**Article One
NAME**

The name of the corporation is:

HOWARD I. DOLLINGER, D.D.S., P.A.

**Article Two
NATURE OF BUSINESS**

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

- (a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist, 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 who are duly licensed under the laws of the State of Florida to practice dental medicine therein.
- (b) To invest the funds of the 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 professional dental services.
- (c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment for all of, necessary or incidental to the protection and benefit of the Corporation, and in general, either a loan or an association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both objects and

purposes of the Corporation;

And it hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

Article Three CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share. None of the shares of the Corporation may be issued to anyone other than an individual duly licensed to practice dental medicine in the State of Florida.

Article Four INITIAL CAPITAL

The amount of capital with which the Corporation will begin business is One Thousand (\$1,000.00) Dollars.

Article Five TERM OF EXISTENCE

The Corporation is to exist perpetually.

Article Six ADDRESS

The initial post office address of the principal office of the Corporation is in the State of Florida is 2455 East Sunrise Blvd., Suite 320, Fort Lauderdale, Florida 33304. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

Article Seven DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of one Director. The number of directors constituting the entire Board shall not be less than one; and subject to such minimum may be increased or decreased from time to time by amendment of the By-Laws in a manner not prohibited by law. Until so changed, the number shall be one (1).

**Article Eight
INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Howard I. Dollinger	2455 E. Sunrise Blvd., Suite 320 Fort Lauderdale, Florida 33304

**Article Nine
SUBSCRIBERS**

The names and street addresses of each person signing the Restated Articles of Incorporation as a Subscriber, each of whom is a dentist, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock each agrees to take, and the value of the consideration therefore are:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Consideration</u>
Howard I. Dollinger	2455 E. Sunrise Blvd. Suite 320 Fort Lauderdale, FL 33304	1000	\$1,000.00

**Article Ten
VOTING TRUSTS**

No Shareholder of the 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 Eleven
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of the Directors of the Corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which, except for these provisions as to cumulative voting, he will be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all of such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

Article Twelve
CONTRACTS

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any Director of the Corporation is interested in, or is a Director or Officer of, such other corporation, and any Director, individually or jointly may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested;

And no contract or other transaction of the Corporation with any person, firm, or corporation shall be effected by the fact that any Director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any ifrm, association, or corporation in which he may be in any way interested.

Article Thirteen
REMOVAL OF DIRECTORS

Any Director of the Corporation may be removed at any annual or special meeting of the Stockholders by the same vote that is required to elect a Director.

Article Fourteen
RESTRAINT ON ALIENATION OF SHARES

The Shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a majority of the Stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its Stockholders, or in the event of the death of any of its Shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Shareholders of the Corporation;

Provided, however, that such regulatory or restrictive provisions shall not effect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No Shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a Shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved at a Stockholders' meeting specially called for such purpose. If any Shareholder shall become legally disqualified to practice dental medicine in the State of Florida, or be elected to a public office, or accept employment that places restrictions or limitations on his continuous rendering of such professional services, such Shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the By-Laws or other agreements adopted

by the Shareholders.

Article Fifteen
ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all of the following powers:

a. To enter into, or to become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation for the purpose of rendering professional dental services.

b. At its option, to purchase and acquire any or all of its stock owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase;

Provided, however, that the capital of the Corporation is not impaired.

c. At its option, to purchase and acquire the shares owned by and held by any Shareholder who dies, in accordance with the By-Laws adopted by the Shareholders of the Corporation setting forth the terms and conditions of such purchase;

Provided, however, that the capital of the Corporation is not impaired.

d. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

Article Sixteen
RESTRICTION ON CORPORATE POWERS

It is intended that this Corporation shall have all of the powers granted by law under the Professional Service Corporation Act and all of the powers granted by law corporations not inconsistent with the Professional Service Corporation Act. However, in the exercise of those powers, the Corporation shall be entitled to exercise those powers necessary or appropriate for the practice of dental medicine upon affirmative vote of a majority of the Shareholders and Directors. With respect to all other powers granted in these Articles of Incorporation or under the laws of the State of Florida, the exercise of such powers shall require the affirmative vote on all of the Stockholders and Directors.

This Article may not be amended except by unanimous vote of the shareholders and Directors.

**Article Seventeen
AMENDMENT**

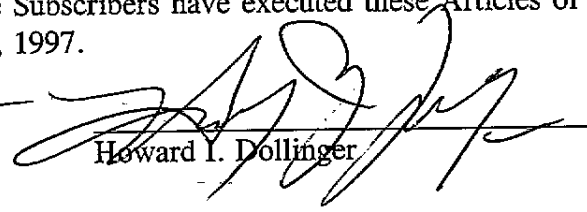
Except as provided in Article Sixteen hereof, these Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to 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. All rights of the Shareholders are subject to this reservation.

**Article Eighteen
REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the Corporation is 2455 East Sunrise Blvd., Suite 320, Fort Lauderdale, Florida 33304, and the name of the initial Registered Agent at such address is Richard K. Inglis.

IN WITNESS WHEREOF, we the Subscribers have executed these Articles of Incorporation this 31st day of December, 1997.

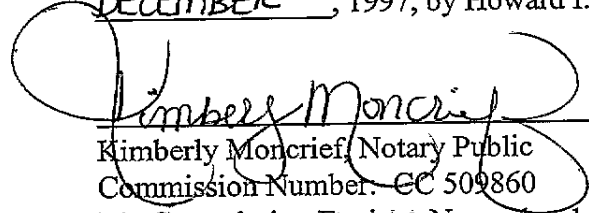

Richard K. Inglis


Howard I. Dollinger


Kimberly Moncrief

STATE OF FLORIDA }
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 31st day of DECEMBER, 1997, by Howard I. Dollinger, who is personally known to me.


Kimberly Moncrief, Notary Public
Commission Number: CC 509860
My Commission Expires: November 14, 1999

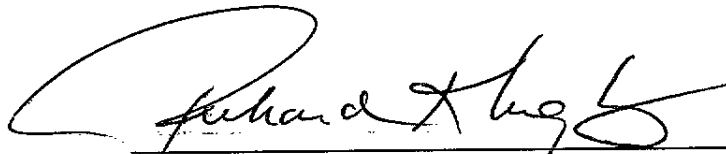


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
98 JAN -6 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that HOWARD I. DOLLINGER, D.D.S., P.A., desiring to organize under the laws of the State of Florida, with its principal address indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named Richard K. Inglis, Esquire located at Suite 320, International Building, 2455 East Sunrise Boulevard, Fort Lauderdale, Florida 33304 as its agent to accept service of process within this State.


Richard K. Inglis, Agent

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE DOLLINGER GROUP, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted to change the name to:

HOWARD I. DOLLINGER, D.D.S., P.A.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

None

THIRD: Amendment(s) adopted to restate Articles of Incorporation in accordance with the attached Restated Articles of Incorporation of Howard I. Dollinger, D.D.S., P.A.

FOURTH: The date of each amendment's adoption: December 31, 1997

FIFTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

Signed this 31st day of December, 1997.

By: _____

Howard I. Dollinger, President