

Ana Maria Angulo

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# ARTICLES OF INCORPORATION OF DENTEX HEALTH CARE CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation of such Corporation:

## ARTICLE I

### IDENTIFICATION

The name and mailing address of the corporation

DENTEX HEALTH CARE CORPORATION  
12781 S.W. 42nd Street, #D  
Miami, Florida 33175

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## ARTICLE II

### DURATION

The period of duration of the corporation is perpetual.

## ARTICLE III

### PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## ARTICLE IV

### AUTHORIZED SHARES

1. The aggregate number of shares that the corporation shall have the authority to issue is FIVE HUNDRED (500) shares of common stock, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. The par value shall be one (\$1.00) dollar per share.
2. FIVE HUNDRED shares of common stock of the corporation shall be issued for cash, property, or past services actually rendered.
3. The sum of the par value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
4. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation.
5. The shares of the corporation are not to be divided into classes.
6. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

## **ARTICLE V**

### **REGISTERED AGENT**

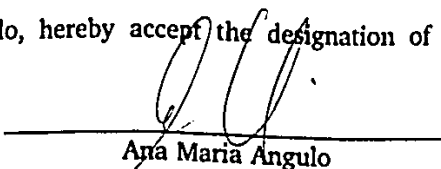
The address of the initial registered office of the corporation is:

**2151 South LeJeune Road  
Suite 310  
Coral Gables, Florida 33134**

and the name of the initial registered agent at such address is

**ANA MARIA ANGULO**

I, Ana Maria Angulo, hereby accept the designation of Registered Agent of the Corporation.

  
\_\_\_\_\_  
Ana Maria Angulo

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

1. The initial Board of Directors shall consist of two (2) Director(s) who need not be a resident(s) of this State or Shareholder(s) of the Corporation.

2. The name(s) and address(es) of the persons who shall serve as Director(s) until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

**ERNESTO J. PEREZ  
12781 S.W. 42nd Street, #D  
Miami, Florida 33175**

**MARTA E. PEREZ  
12781 S.W. 42nd Street, #D  
Miami, Florida 33175**

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the Incorporator is as follows:

**ERNESTO J. PEREZ  
12781 S.W. 42nd Street, #D  
Miami, Florida 33175**

**MARTA E. PEREZ  
12781 S.W. 42nd Street, #D  
Miami, Florida 33175**

## **ARTICLE VIII**

### **PREEMPTIVE RIGHTS**

1. Shareholders of the corporation shall have preemptive 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 another corporation's shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

## ARTICLE IX

### ADDITIONAL PROVISIONS

The additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The majority vote of the shareholders of the corporation shall be required of any shareholder action.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami FL, for the uses and purposes aforesaid this 13 day of Jan, 1995.

Ernesto J. Perez  
ERNESTO J. PEREZ  
Marta E. Perez  
MARTA E. PEREZ

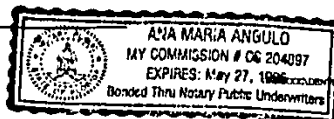
STATE OF FLORIDA )  
                          )SS  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Ernesto J. Perez and Marta E. Perez, who are to me well known and known to me to be the person described or who have produced their \_\_\_\_\_ and \_\_\_\_\_ as identification and who subscribed the above and foregoing Articles of Incorporation and they have freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at this 13 day of Jan, 1995.

[Signature]  
Notary Public

My Commission Expires:



*Ernesto J. Perez, D. M. D.*

12781 S.W. 42 Street,  
Suite D  
Miami, Florida 33175  
Telephone: (305) 220-9393

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 11, 1996

Ernesto J. Perez, D.M.D.  
12781 S.W. 42 St.  
Suite D  
Miami, FL 33175

**SUBJECT: DENTEX HEALTH CARE CORPORATION**  
Ref. Number: P95000005201

We have received your document for **DENTEX HEALTH CARE CORPORATION** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Since the amendment was adopted by the incorporators, the person signing must have Incorporator listed as their title.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 196A00001472

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

DENTEX HEALTH CARE CORPORATION  
(present name)

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

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I

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**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:

✓ The Date

**THIRD:** The date of each amendment's adoption: 1-17-96

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

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

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_"  
voting group

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

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3 of January, 19 96

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ERNESTO J. PEREZ

Typed or printed name

INCORPORATOR

Title

+ Incorporator