

P9500020945

DIVISION OF CORPORATION

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

700001429927  
-03/15/95--01039--016  
\*\*\*\*980.00 \*\*\*\*\*70.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. CHILDREN'S DENTAL CENTERS, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in    ☐ Pick up time 12:00    ☐ Certified Copy
- ☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**CHILDREN'S DENTAL CENTERS, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **CHILDREN'S DENTAL CENTERS, INC.**

**ARTICLE 2 - PURPOSE OF CORPORATION**

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

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1500 Northwest 119th Street, Miami, Florida 33167 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - PRESIDENT**

The initial President of the Corporation shall be Thomas B. Krakauer, D.M.D. whose address shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of



the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Subchapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.



## **ARTICLE 12 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## **ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

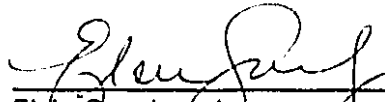


**AMERILAWYER®**

343 ALMERIA AVENUE • CORAL GABLES, FL. 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900

MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL. 33114-4479

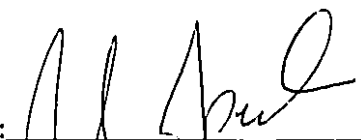
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
\_\_\_\_\_  
Lawrence J. Spiegel, President

ARTINC.SUB





**AMERILAWYER**

**P95000020945**

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: **CHILDREN'S DENTAL CENTERS, INC.**

Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

- |  |   |
|--|---|
| 1. Current Address on file:<br>1500 Northwest 119 Street<br>Miami, Florida 33167         | New Address:<br>4200 Inverrary Boulevard, Suite 3312<br>Lauderhill, Florida 33319         |
| 2. Current Mailing Address on file:<br>1500 Northwest 119 Street<br>Miami, Florida 33167 | New Mailing Address:<br>4200 Inverrary Boulevard, Suite 3312<br>Lauderhill, Florida 33319 |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

*Liset Andrade*

Liset Andrade  
Paralegal

LET.ADD

*9/20/95*

CHILDREN'S DENTAL CENTERS, INC.  
1500 N.W. 119th Street  
Miami, Florida 33167

(305) 688-7989

P95000020945

Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

June 1, 1995

CF.35

FILED  
95 JUN -8 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Amendment of Profit Corporation

Gentlemen:

Enclosed herewith for filing please find original and two (2) copies of the Amendment enumerated above in compliance with the Florida Statutes.

We enclose our check in the amount of "not over \$100.00" which you may fill in for the requisite amount. In addition to the filing fee, this is to cover also any requisite fee for a plain copy marked "filed".

A self-addressed envelope is enclosed for your convenience.

Very truly yours,

*Beverly Krakauer*

Beverly Krakauer  
President

Enclosures

100001519641  
-06/21/95--01077--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amendment*  
*6/19/95*  
*DL*

RECEIVED  
JUN 23 2000  
TALLAHASSEE, FLORIDA



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
95 JUN - 8 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CHILDREN'S DENTAL CENTERS, INC.

(Same)  
(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 5 - President" of the Articles of Incorporation shall be and be are the same amended as follows:

The President of the Corporation and sole stockholder thereof, shall be Beverly Krakauer in the name, place and stead of Thomas B. Krakauer, D.M.D.

The address of Beverly Krakauer shall be and is:

909 N.E. 199th Street #108  
North Miami, Florida 33179

**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:

SECOND:

~~THIRD:~~

The date of each amendment's adoption: June 2, 1995 .

THIRD:

~~XXXXXX:~~

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 2nd of June, 1995.

Signature

*Beverly Krakauer*

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

Beverly Krakauer, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title

P95000020945

CHILDREN'S DENTAL CENTERS, INC. -  
4200 Inverrary Blvd. Suite 3312  
Lauderhill, Florida 33319 -

(City, State, Zip) (Phone #)

OFFICE USE ONLY

FILED  
95 NOV -6 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

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<input type="checkbox"/>	Other

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-11/07/95--01054--016  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RA Chg.

NOV 8 1995

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

# STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: CHILDREN'S DENTAL CENTERS, INC

1b. The mailing address of the corporation is: 4200 Inverrary Blvd  
Unit #3312 Lauderhill, Fla 33319

1c. Date of incorporation: MARCH 15, 1995 Document number: P95000020945

2. The name and address of the current registered agent and office:

The Law Firm of Lawrence J. Spiegel d/b/a Amerlawy  
343 ALMARIA Avenue  
Coral Gables, Florida 33134

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Beverly Krakauer  
Children's DENTAL CENTERS  
4200 Inverrary Blvd #3312 Lauderhill Fla 33319

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Beverly Krakauer, President  
(Signature of an officer, chairman or vice chairman of the board)

10-30-95  
(Date)

Beverly Krakauer, President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Beverly Krakauer  
(Signature of Registered Agent)

10-30-95  
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314