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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE ACCESS, INC.

1116-D Thomasville Road
Mount Vernon Square
Tallahassee, Florida 32303
(904) 222-2666
(904) 222-1666 (Fax)
(800) 969-1666

GLINDA P. BENNETT
Personal Representative

****175.00 ****175.00

OFFICE USE ONLY

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

1. Meyer + Pass, D.D.S., P.A. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

[x] Walk in [x] Pick up time 3-24 1:00 Glinda [x] Certified Copy (2)

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	NEW FILINGS
✓	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

NANCY HENDRICKS MAR 2 4 1995

Examiner's Initials	

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95 MAR 24

ARTICLES OF INCORPORATION

OF

MEYER & PASS, D.D.S., P.A.

WE, the undersigned subscribers to these Articles of Incorporation do hereby associate ourselves together to form a professional service corporation under the laws of the State of Florida, by and under the provisions of Chapter 621, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

MEYER & PASS, D.D.S., P.A.

ARTICLE II

The nature of the business to be transacted by this professional service corporation is to render dental services to the general public and to do all things in connection therewith that are customarily done by persons qualified to practice dentistry in the State of Florida, and in accordance with "The Professional Service Corporation Act" of Florida, to invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real and personal property necessary for the rendering of professional services. The business of the corporation shall be limited to the foregoing activities and no others.

ARTICLE III

The capital stock of this corporation shall consist of 500 shares of common stock at a par value of Ten ($10.00) Dollars per share. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the Board of Directors of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be Five Hundred ($500.00) Dollars.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is: 4700 Sheridan Street, Hollywood, Florida 33021.

The Board of Directors may, from time to time, move the principal office to any other business in the State of Florida.

ARTICLE VII

This corporation shall have not less than two (2) directors initially. The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the stockholders.

ARTICLE VIII

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

NAME	ADDRESS
JOHN M. MEYER	4700 Sheridan Street Hollywood, FL 33021
JEFFREY A. PASS	4700 Sheridan Street Hollywood, FL 33021

ARTICLE IX

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor, the proceeds of which amount to at least Five Hundred ($500.00) Dollars, are:

NAME	ADDRESS	NO. SHARES	VALUE
JOHN M. MEYER	4700 Sheridan Street Hollywood, FL 33021	250	$ 250.00
JEFFREY A. PASS	4700 Sheridan Street Hollywood, FL 33021	250	$ 250.00

ARTICLE X

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be made.

ARTICLE XI

1. No one other than an individual who is duly licensed as a dentist under the laws of the State of Florida may own any corporate stock of this corporation, nor may any shareholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services, his employment with and financial interest in this corporation shall cease forthwith except to receive payment for such shares of stock in this corporation as are owned by him, and any other amounts that are lawfully due the shareholder by the corporation.

3. No shareholder of this corporation and no personal representative of a deceased or incompetent shareholder may sell or transfer any of such shareholder's shares of stock in this corporation except to another individual who is duly licensed or otherwise legally authorized within this state to render the same professional service of this corporation.

4. The Board of Directors is specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for

the purchase or redemption by the corporation of those shares of stock should the shareholders' interest be terminated for any reason.

5. The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (a) a pension plan, (b) a profit sharing plan, (c) a stock bonus plan, (d) a thrift and savings plan, (e) a restricted stock option plan, or (f) other retirement or incentive compensation plans.

ARTICLE XII

The subscribers to these Articles of Incorporation have named **JOSEPH L. SCHWARTZ** located at 4040 Sheridan Street, Hollywood, Florida 33021, as its agent to accept process of service within the State of Florida.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares, hereinabove set forth, and hereunto set our hands and seals this 22 day of MARCH, 1995.

Signed, sealed and delivered
in the presence of:

Ilona J. Watkins

Donna I. Garcia

_______________ (SEAL)
JOHN M. MEYER

_______________ (SEAL)
JEFFREY A. PASS

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 22 day of March, 1995, by **JOHN M. MEYER**, who:

(X) is/are personally known to me;

(__) produced a current Driver's License from ________________ (State) as identification; or

(__) produced ____________________________ as identification.

Donna I. Grace
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
DONNA I GRACE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC339534
MY COMMISSION EXP. JAN. 28,1998

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 22 day of March, 1995, by **JEFFREY A. PASS**, who:

(X) is/are personally known to me;

(__) produced a current Driver's License from ________________ (State) as identification; or

(__) produced ____________________________ as identification.

Donna I. Grace
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL
DONNA I GRACE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC339534
MY COMMISSION EXP. JAN. 28,1998

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **MEYER & PASS, D.D.S., P.A.**, at the place designated in the Articles of Incorporation, **JOSEPH L. SCHWARTZ** agrees to act in that capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated this 22 day of MARCH, 1995.

JOSEPH L. SCHWARTZ
Registered Agent

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95 MAR 24 PM 12: 14

A:Meyer.PA
JLS/dig (Corporations #4)
3/21/95

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CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 6/3/97 1:00

✓ CERTIFIED COPY ____ CUS ____

PHOTO COPY ____ ✓ FILING Merger

Berger And Meyer, D.D.S., P.A.

1.) Meyer + Pass, D.D.S., P.A.

(CORPORATE NAME & DOCUMENT #)

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****122.50 ****122.50

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

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6.) (CORPORATE NAME & DOCUMENT #)

7.) (CORPORATE NAME & DOCUMENT #)

8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BERGER & MEYER, D.D.S., P.A., a Florida corporation 602459

INTO

MEYER & PASS, D.D.S., P.A., a Florida corporation, P95000023896

File date: June 3, 1997

Corporate Specialist: Annette Hogan

97 JUN -3 PM 2:24 FILED

ARTICLES OF MERGER OF
BERGER & MEYER, D.D. S., P.A.
AND
MEYER & PASS, D.D.S., P.A.

WE, the undersigned, being respectively the President and Secretary of **BERGER & MEYER, D.D.S., P.A.** ("Berger and Meyer") and **MEYER & PASS, D.D.S., P.A.** ("Meyer & Pass") hereby certify:

1. The names of the constituent corporations are **BERGER & MEYER, D.D.S., P.A.**, a Florida corporation and **MEYER & PASS, D.D.S., P.A.**, a Florida corporation. Meyer & Pass is the surviving corporation in the merger and its name as the surviving corporation is **MEYER & PASS, D.D.S., P.A.**

2. On the effective date of the merger, the Articles of Incorporation of Meyer & Pass shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

3. On the effective date of the merger, the By-Laws of Meyer& Pass shall be the By-Laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions hereof.

4. The merger provided for herein shall become effective at the close of business on the date it is filed by the Secretary of State.

5. The plan of merger was adopted by the Directors and Stockholders of Berger & Meyer and Meyer & Pass at special joint meetings called to consider and vote upon the merger and held on March 31, 1997.

6. The Directors of Meyer & Pass, on the effective date of the merger, shall continue to be the Directors of the surviving corporation for the term for which they were elected and until

their successors are elected and qualified as provided by law and the By-Laws of the surviving corporation.

7. The Officers of Meyer & Pass, on the effective date of the merger, shall continue to be the Officers of the surviving corporation and shall hold office until their respective successors are chosen and qualified, as provided by law and the By-Laws of the surviving corporation.

8. Each share of common stock of Meyer & Pass, outstanding on the effective date of the merger, shall remain outstanding as one (1) share of common stock of the surviving corporation. On the effective date of the merger, all shares of Berger & Meyer shall be canceled and all rights in respect thereof shall cease.

9. On the effective date of the merger, all of the property, rights, privileges, and franchises, of whatsoever nature and description of Berger & Meyer shall be transferred to, vested in and all property rights, privileges and franchises shall be the property of Meyer & Pass.

IN WITNESS WHEREOF, BERGER & MEYER, D.D.S., P.A. and MEYER & PASS, D.D.S., P.A., pursuant to authority duly given by their respective Stockholders and Boards of Directors, have by their respective Presidents executed and by their respective Secretaries attested to these Articles of Merger.

BERGER & MEYER, D.D.S., P.A.

By: John M. Meyer Pres

JOHN M. MEYER, PRESIDENT

Attest: Jeffrey Pass Sec

JEFFREY A. PASS, SECRETARY

MEYER & PASS, D.D.S., P.A.

By: ______________________
JOHN M. MEYER, PRESIDENT

Attest: ______________________
JEFFREY A. PASS, SECRETARY

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME PERSONALLY APPEARED JOHN M. MEYER, who is President of **BERGER & MEYER, D.D.S., P.A.** and **MEYER & PASS, D.D.S., P.A.** and **JEFFREY A. PASS**, who is Secretary of **BERGER & MEYER, D.D.S., P.A.** and **MEYER & PASS, D.D.S., P.A.**, and they acknowledged before me that they executed the foregoing Articles of Merger and that they are personally known to me.

IN WITNESS WHEREOF, I have set my hand and seal this 30 day of April, 1997.

____
Notary Public, State of Florida
at Large
My Commission Expires:

OFFICIAL NOTARY SEAL
JOSEPH L SCHWARTZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC533348
MY COMMISSION EXP. MAY 21,2000

D:Articles.Mer