

# P95000038068

Law Offices  
**ROBERT A. SKEELS**  
Attorney & Counselor At Law

444 Third Street  
Naples Beach, FL 32266

Telephone (804) 247-1306  
Fax (804) 247-0296

May 11, 1995

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: JAMES A. LANE, THE TOOTH DR., P.A.

Dear Sirs:

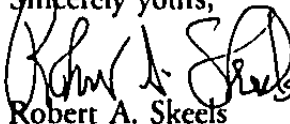
In connection with the incorporation of the above captioned company, you will please find enclosed herewith the Articles of Incorporation, in duplicate, together with the Registered Agent certificate designating the registered agent for service of process within the State of Florida.

You will also please find enclosed payment in the amount of \$122.50 to cover the following costs:

Filing Fee:	\$35.00
Certified Copy:	52.50
Registered Agent:	35.00
Total:	\$122.50

Please return the certified copy to my office after your acceptance of the enclosed documents for filing. If you have any questions, do not hesitate to contact me.

Sincerely yours,

  
Robert A. Skeels

900001486319  
-05/12/95--01104--014  
\*\*\*\*122.50 \*\*\*\*122.50

Encls: Articles of Incorporation (Original and 1 Copy)  
Registered Agent certificate (Original)  
Payment - \$122.50

B. REGISTER MAY 15 1995

FILED  
95 MAY 12 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

JAMES A. LANE, THE TOOTH DR., P.A.

**FILED**

95 MAY 12 AM 8:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is JAMES A. LANE, THE TOOTH DR., P.A.

Article II - Nature of Business

This corporation, being organized pursuant to the provisions of Chapters 607 and 621, Florida Statutes, may engage in any activity or business permitted under the laws of the United States and the State of Florida related to the practice of dentistry and the provision of each and every service related thereto as well as the conduct of business associated therewith.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two thousand five hundred (2,500) shares of common stock having a par value of \$1.00 per share.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business will not be less than five hundred (\$500.00) dollars.

Article V - Term

This corporation shall have perpetual existence.

Article VI - Address

The initial street address of the principal office of this corporation in the State of Florida is:

Unit 7, 701 Mayport Crossing Boulevard  
Atlantic Beach, Florida 32233

The board of directors may from time to time move the office to any other location within the State of Florida.

#### Article VII - Directors

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

#### Article VIII - Initial Directors

The names and street addresses of the members of the first board of directors of the corporation are:

JAMES A. LANE, D.D.S.  
802-C Third Street  
Neptune Beach, Florida 32266

#### Article IX - Subscriber

The name and street address of the subscribers of these Articles is:

JAMES A. LANE, D.D.S.  
802-C Third Street  
Neptune Beach, Florida 32266

#### Article X - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be amended from time to time by either the stockholders or the directors.

#### Article XI - Restrictions on Transfer of Stock

The stockholders may, by bylaw provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

#### Article XII - Director Conflicts of Interest

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or

employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve, or ratify such contract or transaction by a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or if the transaction is fair. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

#### Article XIII - Director Compensation

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### Article XIV - Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article XV - No Preemptive Rights

No shareholder of this corporation shall have any preemptive or preferential rights to subscribe to the purchase of any shares of stock of this corporation.

#### Article XVI - Reservations

This corporation reserves the right to amend or repeal any provision contained in these

Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.


IN WITNESS WHEREOF, the Subscriber has executed these Articles on May 11, 1995.



JAMES A. LANE  
Subscriber

STATE OF FLORIDA)  
COUNTY OF DUVAL ) ss.

The foregoing instrument was acknowledged before me on May 11, 1995 by JAMES A. LANE, D.D.S. who is personally known to me or produced his current Florida Drivers License as identification and who did take an oath.

  
~~Vicky B. Martin~~ Maureen E. Wimberly  
Notary Public, State Of Florida

WITNESS My Commission:



MAUREEN E. WIMBERLY  
MY COMMISSION # 00084029 EXPIRES  
August 1, 1998  
BONDED THROUGH FARMERS GROUP, INC.

## REGISTERED AGENT CERTIFICATE

JAMES A. LANE, THE TOOTH DR., P.A., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Robert A. Skeels, located at 444 Third Street, Neptune Beach, Florida 32266 as its agent to accept service of process within this state.

OFFICERS: President

JAMES A. LANE  
802-C Third Street  
Neptune Beach, Florida 32266

Vice President

VACANT

Secretary

JAMES A. LANE  
802-C Third Street  
Neptune Beach, Florida 32266

Treasurer

JAMES A. LANE  
802-C Third Street  
Neptune Beach, Florida 32266

DIRECTORS:

JAMES A. LANE  
802-C Third Street  
Neptune Beach, Florida 32266

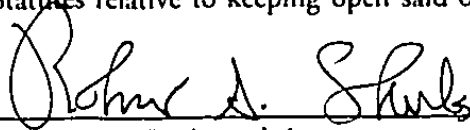
By: \_\_\_\_\_

Corporate Officer

**FILED**  
95 MAY 12 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

# P95000038008



✓ Income Tax Service  
✓ Financial & Insurance Services  
✓ Accounting & Bookkeeping Services

1524 North Third Street  
Jacksonville Beach, FL 32250  
Phone 904/241-2533  
Fax: 904/241-1604

January 23, 1996

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: James A. Lane, The Tooth Dr., P.A.  
Doc. # P95000038068

Dear Sir or Madam,

100001699321  
-01/26/96--01069--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

We would like to amend the Articles of Incorporation for James A. Lane, The Tooth Dr., P.A.. Enclosed are two sets of the Articles of Amendment for James A. Lane, The Tooth Dr., P.A.. A check for the filing fee of \$35.00 is enclosed. If you have any questions or problems please contact me at 904-241-2533.

Thank you for your prompt attention to this matter.

Sincerely,

Kathy L. Corliss  
Associate

Enc. 3

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 9:36

JAN 30 1996

**ARTICLES OF AMENDMENT  
OF  
JAMES A. LANE, THE TOOTH DR., P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 9:36

**ARTICLE I - NAME**

The name of the corporation is:

**JAMES A. LANE, THE TOOTH DR., P.A.**

**ARTICLE II - TEXT**

Pursuant to the Florida General Corporation Act, Chapter 607 of the Florida Statutes, specifically paragraph 607.1006, the aforementioned corporation desires to amend its original Articles of Incorporation to change its name.

**ARTICLE III - NEW NAME**

The new name of the corporation shall be:


**THE TOOTH DR., INC.**

**ARTICLE IV - AUTHORITY**

This amendment was adopted by the provisions of the original Articles of Incorporation wherein said amendment has been approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting on January 2, 1996, by a majority of the stockholders entitled to vote thereon and the number of votes cast was sufficient for approval.

**ARTICLE V - EFFECTIVE DATE**

The effective date of the amendment shall be January 2, 1996.

  
\_\_\_\_\_  
James A. Lane  
Director/President



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN 26 AM 9:36

## **ARTICLES OF AMENDMENT**

**OF**

**JAMES A. LANE, THE TOOTH DR., P.A.**

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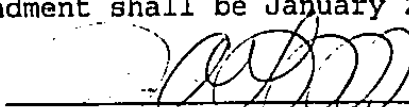
**THE TOOTH DR., INC.**

### **ARTICLE IV - AUTHORITY**

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### **ARTICLE V - EFFECTIVE DATE**

The effective date of the amendment shall be January 2, 1996.

  
\_\_\_\_\_  
James A. Lane  
Director/President