

William D. Slicker, P.A.

Attorney At Law

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821-7111  
822-3114  
FAX 894-6002

May 15, 1995

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

800001491518  
-05/17/95--01118--021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Arthur Halttunen, D.D.S., P.A.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and the Affidavit of the resident agent for the above referenced corporation.

Also enclosed please find a check in the amount of \$70.00 for the following:

Filing Articles of Incorporation	\$ 35.00
Registered Agent Fee	+ 35.00
Total	\$ 70.00

Thank you for your kind cooperation and prompt attention to this matter.

Sincerely,

*W.D. Slicker*

William D. Slicker

WDS/cah

FILED  
95 MAY 17 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 18 1995 BSB

ARTICLES OF INCORPORATION  
OF  
ARTHUR HALTTUNEN, D.D.S., P.A.

FILED  
95 MAY 17 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby desire to form a professional corporation under and by virtue of the Laws of the State of Florida, in accordance with Chapter 621, Florida Statutes, with and under the following proposed charter:

ARTICLE I NAME

The name of this corporation is Arthur Halttunen, D.D.S., P.A..

ARTICLE II DURATION

This corporation shall exist perpetually, unless terminated as provided by law.

ARTICLE III PURPOSES

This corporation is organized for the purpose of providing professional dental services.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V LIMITATIONS AND RELATIVE RIGHTS  
OF SHARES OF CAPITAL STOCK

A. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**B. Qualifications of Shareholders**

The corporation may not issue nor may any shareholder transfer any shares to anyone other than an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was organized.

**C. Proxies and Voting Trusts**

No shareholder may enter into a proxy, voting trust agreement, or any other type of agreement vesting another person with the authority to exercise the voting power of any of his stock in the corporation.

**ARTICLE VI PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6222 U.S. Highway 301 North, Ellenton, Florida 34222 and the name of the initial registered agent of this corporation is William D. Slicker, 447 Third Avenue North, Suite 405, St. Petersburg, Florida 33701.

**ARTICLE VIII INITIAL BOARD  
OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Arthur Halttunen, D.D.S., 901 Raphael Boulevard, N.E., St. Petersburg, Florida 33704.

**ARTICLE IX INCORPORATORS**

The name and address of the person signing these articles is:

Arthur Halttunen, D.D.S.  
901 Raphael Boulevard, N.E.  
St. Petersburg, FL 33704

**ARTICLE X BY-LAWS AND  
AMENDMENTS**

The power to adopt, appoint, amend or repeal these Articles and By-Laws shall be vested in the shareholders.

**ARTICLE XI SHAREHOLDER  
QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

**ARTICLE XII INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII MANAGEMENT OF CORPORATION**  
**BY SHAREHOLDERS**

The business and affairs of this corporation and all corporate powers shall be exercised by or under authority of the Board of Directors, subject to limitation imposed by law, the Board of Professional Regulation, the articles of incorporation, or these bylaws as to action which requires authorization or approval by the shareholders.

**ARTICLE XIV BUSINESS WITH OFFICERS**  
**OR DIRECTORS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested does not affect his status and he may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

#### ARTICLE XV POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XVI COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVII LIEN ON CORPORATE STOCK

The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

#### ARTICLE XVIII STOCK TRANSFERS CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make

satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 15 day of May, 1995.

Arthur Halttunen PPS  
ARTHUR HALTTUNEN, D.D.S.

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

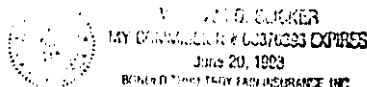
On the 15th day of May, 1995, before me personally appeared Arthur Halttunen, D.D.S., who is personally known to me or who has produced Florida Driver's License and made oath that he has read the foregoing ARTICLES OF INCORPORATION of ARTHUR HALTTUNEN, D.D.S., P.A., by him incorporated and that he knows the contents thereof and that the same is true to his own knowledge except as to those matters therein stated to be on his information and belief and as to those matters he believes them to be true.

NOTARY PUBLIC:

sign

William D. Slicker  
print William D. Slicker

State of Florida at Large (SEAL)  
My commission number is:



**AFFIDAVIT OF ACCEPTANCE**  
**By Resident Agent**

FILED  
95 MAY 17 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA     )  
                              )  
COUNTY OF PINELLAS    )

1. I, William D. Slicker, am over the age of eighteen and have personal knowledge of the following.

2. I have read the Articles of Incorporation of Arthur Halttunen, D.D.S., P.A., and am named as resident agent therein.

3. I have read Sections 607.0501 and 48.091, Florida Statutes and understand the duties of a resident agent.

4. I hereby accept the designation as resident agent of Arthur Halttunen, D.D.S., P.A.. The registered office is: 447 Third Avenue North, Suite 405, St. Petersburg, Florida 33701.

FURTHER AFFIANT SAITH NOT.

William D. Slicker  
WILLIAM D. SLICKER

The foregoing instrument was acknowledged before me this 15 day of May, 1995, by William D. Slicker, who is personally known to me and who did take an oath.

NOTARY PUBLIC:  
sign Cheryl A. Hornyak  
print Cheryl A. Hornyak

State of Florida at Large (SEAL)  
My commission number is:

