

P95000040717

LOAN T. LE, D.M.D., P.A.
 868 BLANDING BLVD., SUITE 128
 ORANGE PARK, FLORIDA 32065

OFFICE USE ONLY

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

1. LOAN T. LE, D.M.D., P.A. _____
(Corporation Name) (Document #)
2. _____
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4. _____ ******122.50 ****122.50**
(Corporation Name) (Document #)

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 Certified Copy
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NEW FILINGS	
<input 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

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 TALLAHASSEE, FLORIDA

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 4, 1995

LOAN T. LE
868 BLANDING BLVD., SUITE 128
ORANGE PARK, FL 32065

SUBJECT: LOAN T. LE, D.M.D., P.A.
Ref. Number: W9500009417

We have received your document for LOAN T. LE, D.M.D., P.A. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 595A00021663

ARTICLES OF INCORPORATION OF

LOAN T. LE, D.M.D., P.A.

A PROFESSIONAL ASSOCIATION

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and a dentist, licensed for or otherwise legally authorized to practice by and within the State of Florida, hereby acting as Incorporator for the purpose of forming a Professional Service Corporation for profit by virtue of the provisions of Chapter 621, Florida Statutes, and Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLES I - CORPORATION NAME

The name of this Corporation shall be:

Loan T. Le, D.M.D., P.A.

ARTICLE II - TERMS OF EXISTENCE

The duration of this Corporation is to be perpetual

ARTICLE III - NATURE OF BUSINESS

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned as fully and to the same effect and extent as natural persons might or could do under the Laws of the State of Florida, viz:

To render the practice of dentistry to the public, which shall consist of any and all work or duties within the scope of dentistry. This professional Corporation shall exist and function in compliance with all applicable Florida Statutes and all Rules adopted by the Board of Professional Regulation, and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold,

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mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of dental services. The Corporation shall engage in no other business other than the rendering of professional services specified herein.

ARTICLE IV - STOCK CLAUSE

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 3,000 shares of common stock, each with a par value of \$1.00.

Each share holder of the Corporation shall be licensed as a dentist and shall be principally engaged in the business of the Corporation.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is: Loan Thi-Kim Le of 868 Blanding Blvd., Suite 128, Orange Park, Florida 32065.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is: Loan Thi-Kim Le of 868 Blanding Blvd., Suite 128, Orange Park, Florida 32065.

ARTICLE VII - INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE VIII - STOCK TRANSFER AGREEMENTS

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of share, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE IX - FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding share of all classes of stock entitled to vote shall be necessary for the following corporate action:

- i. Amendment, alteration, change or repeal of any provisions of the Articles of Incorporation;
- b) Reorganization, merger or consolidation of the Corporation;
- c) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- d) Dissolution of the Corporation.

ARTICLE X - PRE-EMPTIVE RIGHTS

No holder of any shares of stock of the Corporation shall have any pre-emptive rights whatsoever to subscribe for or acquire additional shares of the Corporation of any class,

whether such shares shall be hereby or hereafter authorized; and no holder of shares shall have any rights to subscribe to or acquire any shares which may be held in that treasury of the Corporation; nor shall any holder have a right to subscribe to or acquire any bonds, certificates of indebtedness, debentures or other securities convertible into stock, or carrying any right to purchase stock. All such additional or treasury shares or securities convertible into stock or carrying any right to purchase stock may be sold for such consideration, at such time, on such terms and to such person or persons, firms, corporations or associations as the Board of Directors may from time to time determine.

ARTICLE XI - INSPECTION OF BOOKS

Each Shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

ARTICLE XII - DIRECTORS

A. Selection and Replacement:

In any election of Directors by the Shareholders, each Shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of Directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit; provided, however that notice shall be given by any Shareholder to the President or the Vice-President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of Directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by

any provision in the By-Laws of the Corporation.

B. Directors' Meetings:

The presence of a majority of the Board shall be necessary at any meeting to constitute a quorum to transact business. No action shall be taken at a meeting of the Board except by majority vote of the members of the Board present at the meeting. In lieu of acting at a meeting, the Board may act without a meeting, provided that written consent to the action in question is signed by all the Directors and filed with the minutes of the Board before or after the action in question is taken.

C. Telephone Meetings:

Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment is used and all persons participating in the meeting can hear each other.

ARTICLE XIII - INTERESTED DIRECTORS

A. No contract or other transaction between a corporation and one or more of its Directors, or between a corporation and any other corporation, firm, association or other entity in which one or more of its Directors are Directors or Officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors are present at the meeting of the Board, which approves such contract or transaction, or that his or their votes are counted for such purpose:

1) If the fact of such common directorship, officership or financial interest is disclosed or known to the Board and the Board approves such contract or transactions by vote sufficient for such purpose without counting the vote or votes of such interested Director or Directors; or,

2) If such common directorship, officership or financial interest is disclosed or known to the Shareholders

entitled to vote thereon, and such contract or transaction is approved by vote of the Shareholders; or,

3) If the contract or transaction is fair and reasonable as to the Corporation at the time it is approved by the Board or the Shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which approves such contract or transaction.

C. The Board shall have authority to fix the compensation of Directors for services in any capacity.

ARTICLE XV - DIRECTOR RELIANCE ON CORPORATE RECORDS

A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XVI - SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within this state or accepts employment that places restrictions or limitations upon his continued rendering of such professional services, then, in any such event, such person's office and/or employment with and/or financial interest in this Corporation shall cease forthwith; subject, however, to the provisions of Article XVII dealing with "Amendments". Should any amendments be effected which change the nature and purpose of this Corporation.

ARTICLE XVII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors and proposed to the Shareholders, and approved at a Shareholders' Meeting unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation are made. All rights conferred on Shareholders herein are granted subject to this reservation.

ARTICLE XVIII - RIGHTS OF SHAREHOLDERS WHOSE INTEREST TERMINATES UNDER ARTICLE XVI

If any Shareholder of this Corporation be required to terminate his financial interest in this Corporation because of the application of Article XVI, the financial interest of such Shareholder shall terminate immediately and automatically except to receive payment for such stock in this Corporation as may be owned by him, and any other amounts that are lawfully due and owing to him by the Corporation; and such shares of stock shall not be entitled to dividends, or stock rights of any kind. Such stock shall be forthwith transferred, sold, purchased, pledged or redeemed at such price or value and under such terms as shall be authorized or set forth in the By-Laws of Shareholders' Agreement, if any, and if not, by mutual agreement or, if no such agreement can be reached, then by arbitration.

ARTICLE XIX - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of filing. The tax and accounting year shall end on December 31st of each year.

ARTICLE XX - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 868 Blanding Blvd., Suite 128, Orange Park, Florida. This is also the principle address of the corporation. The name of the Initial Registered Agent of this

Corporation is Loan Thi-Kim Le.

ARTICLE XXI

The initial Director(s) shall submit the proposed By-Laws to the Shareholders not more than sixty (60) days following the issuance of the Certificate of Incorporation. Following the adoption of the By-Laws by affirmative vote of two-thirds of the Shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such By-Laws and the Articles of Incorporation.

The undersigned, being the Incorporator of this Corporation, hereby executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 25th day of April, A.D., 1995.

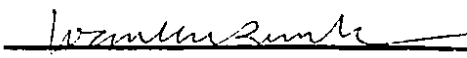


Loan Thi-Kim Le

ACKNOWLEDGEMENT OF REGISTERED AGENT

Said Registered Agent named in ARTICLE XX hereof, has executed the following acknowledgement accepting said office and agreeing to comply with the provisions of Chapter 48.091, Florida Statutes:

I, Loan Thi-Kim Le, having been named to accept service of process for the above-stated Corporation, at the place designated in ARTICLE XX herein, hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Loan Thi-Kim Le

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