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95000047841

June 14, 1995

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

400001515854  
-06/16/95--01057--006  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: Filing Articles of Incorporation.**

To Whom It May Concern:

Enclosed you will find two original, executed and notarized Articles of Incorporation for Aesthetics Dental Arts, P.A. Please file these articles and return a certified copy to my office.

Enclosed you will also find a check in the amount of \$122.50, which should cover the costs of filing the Articles of Incorporation, the designation of an acceptance by registered agent, and the certified copy of the document.

If you have any questions, please contact my office.

Sincerely,



Daniel J. Serber, Esq.

JUN 20 1995 BSB

FILED  
95 JUN 16 AM 10:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF**  
**AESTHETICS DENTAL ARTS P.A.**

FILED  
95 JUN 16 AM 10:23

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract and legally authorized to practice the profession of Dentistry in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I. NAME AND ADDRESS**

The name of this corporation is **Aesthetics Dental Arts, P.A.** The street address of the initial principal office of the Corporation is 260 95 Street, Suite 202, Surfside, Florida 33154.

**ARTICLE II. PURPOSE AND NATURE OF BUSINESS**

The purpose of the Corporation and the nature of its business are as follows:

1. To render the practice of dentistry to the public, which shall consist of the actual diagnosing, treating, prescribing, or operating in any degree, or professing or attempting to diagnose, treat, prescribe or operate for, any disease, pain, deformity, deficiency, injury or physical condition of the human tooth, teeth, alveolar process, gums or jaws, or their dependent tissues.

2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this corporation.

3. To practice the profession of Dentistry including the furnishings of any and all services incidental to, but not limited to, Dental Hygiene services and Dental Surgery. To do any and all things authorized and allowed under the State of Florida in accordance with the provisions of Chapter 621 of the Florida Statutes.

4. The services of this Corporation which consist of the practice of dentistry shall be carried out only through officers, employees and agents who are active members of the dental profession in good standing and licensed in Florida to render such services.

5. This professional corporation shall exist and function in compliance with the "Florida Professional Service Corporation Act" (F.S.A. Chapter 621) 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, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of the service of the practice of dentistry.

#### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1,000 (one thousand) shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice dentistry in the State of Florida and is an active member of the dental profession in good standing.

#### **ARTICLE IV. DURATION**

The Corporation shall have perpetual existence.

#### **ARTICLE V. REGISTERED AGENT**

The street address of the principal and initial registered office of the Corporation is 260 95 Street, Suite 202, Surfside, Florida 33154, and the name of its initial registered agent is **David Bitchatchi, D.M.D.** The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

#### **ARTICLE VI. DIRECTORS**

The corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice dentistry and is an active member of the dental profession in good standing. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME	ADDRESS
David Bitchatchi, D.M.D.	20191 E. Country Club Drive Apt # 2601 Aventura, FL 33180
Hamidreza Araghzadeh Nassery, D.M.D.	17011 N. Bay Road Apt # 418 North Miami Beach, FL 33160

#### ARTICLE VII. SUBSCRIBERS

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice dentistry, are as follows:

NAME	ADDRESS
David Bitchatchi, D.M.D.	20191 E. Country Club Drive Apt # 2601 Aventura, FL 33180
Hamidreza Araghzadeh Nassery, D.M.D.	17011 N. Bay Road Apt # 418 North Miami Beach, FL 33160

#### ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

#### ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

**ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the \_\_\_\_\_ day of \_\_\_\_\_, 1995.

  
DAVID BITCHATCHI, D.M.D.

STATE OF FLORIDA |  
COUNTY OF DADE

BEFORE ME, personally appeared DAVID BITCHATCHI, D.M.D., to me well known and known to me to be the person described in and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this the 13 day of June, 1995, in the aforesaid County and State.



ODALYS DIAZ  
My Comm Exp. 3-20-96  
Bonded By Service Ins. Co  
No. CC182286

My Commission Expires:

  
NOTARY PUBLIC

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
DAVID BITCHATCHI, D.M.D.  
Registered Agent