

P95000047855 LABRECQUE & COMPANY

813-786-8228, fax 813-789-2021

261 Alternate 19, Suite B, Palm Harbor, FL 34683

June 13, 1995

Division of Corporations - New Filings Section
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314-6327

100001515281
-06/16/95--01049--017
****122.50 ****122.50

Gentlemen:

Enclosed are the executed Articles of Incorporation for Tampa Bay
TMJ Pain Center, Inc.

Please send a notice of the date of filing as well as the document
number assigned to this business to the address shown above.

If you have any questions, please contact our office.

Very Truly Yours,
LaBrecque & Company

Susan N. LaBrecque
Susan N. LaBrecque
Client Services Manager

Enclosures

cc: Dr. H. Mikel Hopkins

snl/

FILED
JUN 16 1995
FBI - TAMPA

*SMB
6/20/95*

ARTICLES OF INCORPORATION

OF

TAMPA BAY TMJ PAIN CENTER, P.A.

FILED
05 JUL 1973

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, and a dentist duly licensed to render service as such, under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:
TAMPA BAY TMJ PAIN CENTER, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: to operate an office for the performance of services involving dental skills to the public.

To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist, duly licensed under the laws of the State of Florida, is authorized to render;

To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the rendering of professional services;

To do all and everything necessary and proper for the accomplishment of any of the purposes or the arranging of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock having a nominal or part value of one dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to begin upon filing these Articles of Incorporation with the Secretary of State and thereafter is to exist perpetually.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial street address of the corporation in the state of Florida is 1954 Bayshore Blvd., Dunedin, Florida, 34698. The Board of Directors may from time to time move the office to any other address in Florida. The name of the Registered Agent of the corporation is Edward C. LaBrecque whose office and mailing address is 261 Alternate 19, Suite B, Palm Harbor, Florida 34683.

The undersigned, an individual resident of the state of Florida whose business is:

Edward C. LaBrecque, C.P.A.
261 Alternate 19, Suite B
Palm Harbor, Florida 34683

does hereby state that he accepts appointment as Registered Agent for the corporation.


Edward C. LaBrecque

ARTICLE VI

DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTORS

The name and post office address of the member of the first Board of Directors is:

H. Mikel Hopkins
2085 Lynnwood Ct.
Dunedin, Florida
34698

ARTICLE VIII

SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation, who is a dentist, duly licensed under the laws of the state of Florida to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
H. Mikel Hopkins	2085 Lynnwood Ct. Dunedin, FL 34698	1,000	\$1,000.00

ARTICLE IX

AMENDMENT

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

ARTICLE X

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to this shares of stock multiplied by the number of directors to be elected, and he may cash all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any director of this corporation is a party in any way connected with such person, firm or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XII

REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XIII

RESTRAINT ON ALIENATION OF SHARES

The stockholder of this corporation shall have the power to include in the by-laws adopted by a three-fourths (3/4) majority of the stockholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its stockholders. The manner and form, as well as relevant cumulative terms, conditions, and details hereof, shall be determined by the stockholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIV

POWERS OF THE CORPORATION

In furtherance, and not in limitation, of the general powers and objects herein above stated, the corporation shall have all and singular the following powers:

- a. The corporation shall have the power to enter into, or become a partner in any arrangement for sharing profits, union or interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- b. The corporation shall have the power to deny to the common stockholder of this corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this corporation.

- c. The corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer, or otherwise dispose of this shares, in accordance with the by-laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase, provided however, that the capital of the corporation is not impaired.
- d. The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a qualified stock option plan, (6) a 401-K plan, (7) a SEP and (8) other retirement, incentive compensation or medical reimbursement plan.

ARTICLE XV

AMENDMENT-NATURE OF BUSINESS

In the event the ownership of shares of this corporation shall be transferred into the hands of other who are not qualified to own such shares under the provisions of the Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the directors and all of the stockholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of the business provided in Article II herein, so that this corporation shall have the power to conduct any business authorized by the Florida Statutes except that the corporation shall not become or conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building or loan association, mutual fire insurance association, cooperative association, fraternal benevolent society, state fair or exposition, provided that all the directors and all the stockholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation therein set forth be made, and the said written statement is filed in the office of the Secretary of State in accordance with the provisions of the Florida Statutes. In the event of such change of business purpose, this corporation shall not continue to render professional services to the public generally rendered by a dentist.

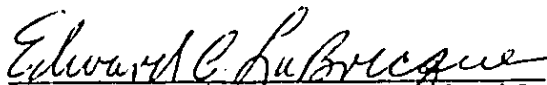
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 10th day of May, 1995.


H. Mikel Hopkins
Incorporator and Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared H. MIKEL HOPKINS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 10th day of May, 1995.


Notary Public, State of Florida
My Commission CC308277
Expires Aug. 17, 1997
Bonded by H&L
My Commission Expires: 8-17-97

FILED
65 JUN 16 11:05 AM
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA