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WILLIAMS, SMITH & SUMMERS, P.A.

380 WEST ALFRED STREET  
TAVARES, FLORIDA 32778-3298

CHRISTOPHER J. SMITH  
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July 11, 1995

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

Re: CleanTeeth, P.A.

Gentlemen:

Enclosed are the original and one (1) copy of the articles of incorporation for CleanTeeth, P.A. If the articles meet with your approval, please file them and return the certified copy to our office.

Enclosed you will find a check to cover the costs of this corporation, which are as follows:

\$ 35.00	- Filing fee
52.50	- Certified copy
35.00	- Registered agent designation
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\$122.50	

Thank you for your cooperation in this matter.

Sincerely,

*Gary L. Summers*

Gary L. Summers

GLS/trs

Enclosures

cc: Charles W. Reinertsen, D.M.D.

7/17/95

*TL*

ARTICLES OF INCORPORATION  
OF  
CLEANTEETH, P.A.

The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, the Florida Business Corporation Act, and Section 621, the Florida Professional Service Corporation Act, of the Florida Statutes, hereby adopts the following articles of incorporation.

I

Name of Corporation

The name of this corporation shall be CleanTeeth, P.A. The principal office of the corporation shall be located at 451 Plaza Drive, Eustis, Florida 32726, and the mailing address of the corporation shall be 215 East Burleigh Boulevard, Tavares, Florida 32778.

II

Purposes

The general nature and purpose of the business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of dentistry, and all its fields of specialization, as are engaged in by individuals duly licensed to render services as a dentist or doctor of dentistry under the laws of the State of Florida.
- b. To engage in and render the professional services involved only through its officers, agents and employees

who shall be dentists or doctors of dentistry in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

### III

#### Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 7,500 shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to dentists or doctors of dentistry in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### IV

#### Duration

The corporation shall have perpetual existence.

V

Registered Agent

The address of this corporation's initial registered office is 215 East Burleigh Boulevard, Tavares, Florida 32778, and the name of its initial registered agent at said address is Charles W. Reinertsen, D.M.D.

VI

Incorporator

The name and address of the incorporator is as follows:

Charles W. Reinertsen, D.M.D.  
215 East Burleigh Boulevard  
Tavares, Florida 32778

VII

Board of Directors

The corporation shall have a board of directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial director of this corporation is:

Charles W. Reinertsen, D.M.D.  
215 East Burleigh Boulevard  
Tavares, Florida 32778

VIII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon

such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

#### IX

##### Severance and Termination of Employment

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services rendered by the corporation. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's share and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### X

##### Informal Director Action

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

## XI

### Indemnification

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

## XII

### Bylaw Amendment

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

## XIII

### Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived

by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation in the State of Florida, this 16th day of June, 1995.

Charles W. Reinertsen, D.M.D.  
Charles W. Reinertsen, D.M.D.  
Incorporator

I hereby accept appointment as registered agent of  
CLEANTEETH, P.A.

Charles W. Reinertsen, D.M.D.  
Charles W. Reinertsen, D.M.D.  
Registered Agent

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this June 16, 1995, by CHARLES W. REINERTSEN, D.M.D., as the Incorporator, [X] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification.

Jacquelyn J. Lisch  
Notary Signature

JACQUELYN J LISCH  
Printed Notary Signature

My Commission Expires: MAY 24, 1998

