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& MARYLAND BARS

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July 26, 1995

VIA UPS OVERNIGHT

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

000001547480  
-07/27/95--01044--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: A Town Square Dental Center, P.A.

To Whom it May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original Articles and return a certified copy to our office in the envelope provided.

Enclosed herewith please find a check in the amount of \$122.50, as follows:

Filing Fee	35.00
Reg. Agent Fee	35.00
Certified Copy	52.50
<b>TOTAL</b>	<b>\$122.50</b>

Thank you for your cooperation.

Very truly yours,

KINGSLEY & KINGSLEY

By David J. Kingsley  
David J. Kingsley

DJK/la

Enclosures

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SEAL OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
A TOWN SQUARE DENTAL CENTER, P.A.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and a Doctor of Dentistry duly licensed to render service as such under the laws of the State of Florida, hereby associates himself into a corporation for profit under the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I. NAME OF CORPORATION**

The name of this corporation shall be A TOWN SQUARE DENTAL CENTER, P.A.

**ARTICLE II. GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a Doctor of Dentistry duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of this corporation who are duly licensed under the laws of the State of Florida to practice dentistry therein.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be from time to time amended. Provided,

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however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, fraternal benefit society, state fair or exposition. All of the corporate powers set forth in Chapter 607 of the Florida Statutes and in Chapter 621 of the Florida Statutes shall be applicable to this corporation except that if any of the provisions of Chapter 621 are interpreted to be in conflict with Chapter 607, the provisions of Chapter 621 shall take precedence.

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

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares common stock, \$1.00 par.

B. All or any portion of the capital stock may be issued in payment for real or personal property, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide, in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE VI. ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 8311 North Pine Inland Road, Tamarac, Florida 33321. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

#### ARTICLE VII. BOARD OF DIRECTORS

A. The initial number of Directors of this Corporation shall be one.

B. 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.

C. The name and street address of the initial member of the Board of Directors and of the first officer of this corporation, to hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified is:

Mark I. Delman	10127 W. Oakland Park Blvd.
President and Director	Sunrise, Florida 33351

D. Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any cause deemed sufficient by such stockholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

#### ARTICLE VIII. SUBSCRIBERS TO ARTICLES

The names and street addresses of the subscribers to these Articles of Incorporation, each of whom is a Doctor of Dentistry duly licensed to render services as such under the laws of the State of Florida and the number of shares each agrees to take are as follows:

Mark I. Delman	1000 shares
10127 West Oakland Park Blvd	
Sunrise, Florida 33351	

#### **ARTICLE IX. STOCKHOLDERS**

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as a Doctor of Dentistry under the laws of the State of Florida. No stockholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a stockholder of this corporation.

#### **ARTICLE X. VOTING TRUSTS**

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### **ARTICLE XI. REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 10127 West Oakland Park Boulevard, Sunrise, Florida 33351, located in Broward County; and the name of the initial registered agent at such address is Mark I. Delman.

Through executing these Articles below, the undersigned registered agent certifies that he is familiar with and accepts the duties and responsibilities as the registered agent for this corporation.

#### **ARTICLE XII. BY-LAWS**

The stockholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws, may include, by unanimous decision of all the stockholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its stockholders, or in the event of the death of any of its stockholders.

#### **ARTICLE XIII. SEVERANCE OF EMPLOYMENT**

If any officer, stockholders, agent or employee of this corporation who has been rendering professional dental services to the public, shall become legally disqualified to render such services within the State, or shall be elected to public office or shall accept employment which, pursuant to existing laws, shall place restrictions or limitations upon his continuing

the rendering of such professional services, he shall sever all employment with and financial interest in this corporation forthwith.

#### ARTICLE XIV. ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of 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. 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 his shares, or any or all of its shares owned and held by a stockholder who dies, all in accordance with the By-Laws adopted by the stockholders of this corporation.

C. To enter into, for the benefits 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 restricted stock option plan; or (6) other retirement or incentive compensation plan.

#### ARTICLE XV. 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 stockholders, and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26th day of July, A.D. 1995.

Maur Spelma (SEAL)

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared MARK I. DELMAN, known to me to be the individual described in and who executed the foregoing and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of July, A.D. 1995. (*personally knew*)

Lisa Aprea  
Notary Public, State of Florida at \_\_\_\_\_

Large.

My Commission Expires: \_\_\_\_\_



LISA APREA  
MY COMMISSION # CC 243519 EXPIRES  
December 2, 1998  
BONDED THROUGH TROY FAIR INSURANCE, INC.

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