

July 20, 1995

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Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32301

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Milton C. Van Meter, D.D.S, P.A., to be registered and certified by your office.

We have also attached to this application, our check in the amount of \$122.50 to cover the following service charges:

Filing Fees
Certified Copy
Registered Agent Designation
Total:
\$35.00

Total:
\$122.50

Please address your reply to Julio E. Mayorga, C/o Management Accounting & Tax Consultants, Inc., 9261 Seminole Boulevard N., Seminole, FL 34642.

Thank you for your cooperation.

Sincerely,

Julio E. Mayorga Admin<u>istr</u>ative Assistant

jem/daj

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 26, 1995

JULIO E. MAYORGA 9261 SEMINOLE BLVD. SEMINOLE, FL 34642

SUBJECT: MILTON C. VAN METER, D.D.S., P.A. Ref. Number: W95000015007

We have received your document for MILTON C. VAN METER, D.D.S., 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):

The corporate name must be identical throughout the 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) 487-6878.

Terri Buckley Corporate Specialist

Letter Number: 795A00035470

ARTICLES OF INCORPORATION

OF

Milton C. Van Meter, DDS., PA.

ARTICLE 1: NAME

The name of this Corporation is Milton C. Van Meter, D.D.S. PA. constituted under Chapter 607 Florida Statutes, identified and referred to as the Florida General Corporation Act. The principal place of business of this corporation shall be 11018 4Th Street North, St. Petersburg, Florida 33716-2945.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of the incorporators execution of these articles which has been delivered to the Secretary of State of Florida within five days of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE 3: PURPOSE

This corporation is organized, and may engage in every aspect of the the practice of dentistry and all fields of specialization as are engaged in by dentist or business permitted under the laws of the United States and the State of Florida.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of Internal Revenue Code Section 1244 \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 11018 4Th Street North, St. Petersburg Florida 33716-2945, and the name of the initial registered agent of this Corporation is Dr. Milton C. Van Meter.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Milton C. Van Meter

114 Crestwood Lane Largo, Fl., 34640

ARTICLE 7: INITIAL OFFICERS

The name and address of the initial officer of this Corporation is:

<u>President, Secretary and Treasurer</u>

Milton C. Van Meter

114 Crestwood Lane Largo, Florida 34640

ARTICLE 8: INCORPORATOR

The name and address of the person signing these Λ rticles is:

Milton C. Van Meter

114 Crestwood Lane Largo, FLorida 34640

ARTICLE 9: PRE-EMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then c tstanding, exclusive of treasury shares. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such pre-emptive rights, within thirty days of his receipt of a writter tice from this Corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights.

ARTICLE 10: CUMULATIVE VOTING

At each election of directors by the shareholders, each shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as shall equal the number of directors to be elected multiplied by the number shares owned by such shareholder, or by distributing such votes on the same principle among as many candidates as he sees fit; provided, however, that written notice shall be given by any shareholder to the President or Vice President of the corporation not less than twenty-four 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 bylaws of this corporation.

ARTICLE 11: INDEMNIFICATION

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

ARTICLE 12: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 13: INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE 14: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31th day of November, 1994.

Milton C. Van Mater Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 31Th day of July, 1995.

Van Meter Milton C. Registered Agent

STATE OF FLORIDA

ss:

COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged and sworn to before me this 31th day of July, 1995 by Milton C. Van Meter, to me known, and did not take an oat.

> Juliv Notary Publi FLORIDA -

NOTARY SEAL

JULIO C. MAYORGA Notary Public - State of Florida Notary Public - State of Florida Notary Public - State of Public My Commission No. CC 281170

My Commission expires on