

P95000066776

DAVID P. JOHNSON
ATTORNEY AND COUNSELOR AT LAW
2201 PINEHURST BOULEVARD
SUITE 104 & 105
SARASOTA, FLORIDA 34237

MEMBER OF FLORIDA
AND MICHIGAN BARS

MEMBER OF FLORIDA INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS

MEMBER OF AMERICAN SOCIETY OF
CHARTERED LIFE UNDERWRITERS AND
CHARTERED FINANCIAL CONSULTANTS

RECEIVED
AUG 28 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECOPIER
(941) 999-0391
FLORIDA BAR
BOARD CERTIFIED
TAX LAWYER

August 23, 1995

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

900001571829
-08/23/95--01040--013
*****70.00 *****70.00

RE: WOOLF DENTISTRY, P.A

Enclosed are the original Articles of Incorporation for the above named proposed Florida corporation.

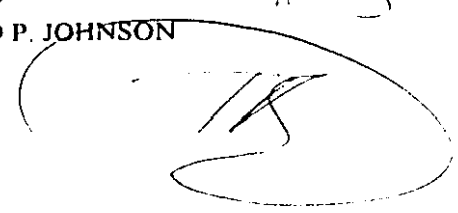
Also enclosed is a check in the amount of \$70.00 representing the fees for filing and Designation of Resident Agent.

Thank you for your assistance in this matter.

Very truly yours,


DAVID P. JOHNSON

DPJ:bms
Enclosure
cc: Jared Woolf

SA 05


**ARTICLES OF INCORPORATION
OF
WOOLF DENTISTRY, P.A.**

FILED
JUN 28 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these articles of incorporation, being duly licensed to practice dentistry under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

**ARTICLE I
NAME**

The name of the professional service corporation is WOOLF DENTISTRY, P.A.

**ARTICLE II
PRINCIPAL OFFICE**

The street of the principal office of the corporation 2620 South Tamiami Trail, Sarasota, Florida 34239.

**ARTICLE III
MAILING ADDRESS**

The mailing address of the corporation is 1621 Caribbean Drive, Sarasota, Florida 34231.

**ARTICLE IV
PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the practice of dentistry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE V
TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE VI
CAPITAL STOCK

The authorized capital stock of the professional service corporation shall be 1,000 shares of common stock having a par value of \$1 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1621 Caribbean Drive, Sarasota, Florida 34231. The name of the initial registered agent at that address is JARED WOOLF.

ARTICLE VIII
BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the sole member of the first board of directors is JARED WOOLF, 1621 Caribbean Drive, Sarasota, Florida 34231.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator is JARED WOOLF, 1621 Caribbean Drive, Sarasota, Florida 34231.

ARTICLE X
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the

outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or ~~transfer~~ stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the State of Florida, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the laws adopted by the shareholders.

ARTICLE XI AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 23 day of August, 1995.

J. Woolf MS
JARED WOOLF

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for WOOLF DENTISTRY, P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: 8/23/95

J. Woolf MS
JARED WOOLF