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EFFECTIVE DATE
8/31/95

MONCRIEF AND WALLACE, P.A.

ATTORNEYS AT LAW

403 W. FIRST STREET

SANFORD, FLORIDA 32771

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S. KIRBY MONCRIEF
GEORGE B. WALLACE

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DELTONA, FLORIDA 32728
(407) 674-5288

August 31, 1995

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

RE: FILING ARTICLES OF INCORPORATION OF
SUNSHINE DENTAL OF ORANGE CITY, P.A.

Gentlemen:

Please find enclosed our firm check made payable to your order in the amount of \$122.50, Articles of Incorporation and a copy of the same.

The amounts are broken down as follows:

1. \$35.00 - Designating Registered Agent.
2. \$35.00 - Filing Fee for Articles of Incorporation.
3. \$52.50 - Certified Copy

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I would appreciate your filing the enclosed Articles of Incorporation and returning a conformed copy of same to me at your earliest convenience in the envelope enclosed for the same.

Thank you for your cooperation in this matter.

Very truly yours,

MONCRIEF AND WALLACE, P.A.

Donna D. Lake, Secretary to
George B. Wallace, Esquire

/ddl

Enclosures

cc. Jeffrey C. Metcalfe, DDS

8/31/95

ARTICLES OF INCORPORATION
OF
SUNSHINE DENTAL OF ORANGE CITY, P.A.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract and a dentist duly licensed to render services as such under the laws of the State of Florida, hereby form 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:

SUNSHINE DENTAL OF ORANGE CITY, 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 dentist, 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, each of whom has been duly authorized and licensed to practice dentistry or perform related dental hygienic services in the State of Florida.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own and dispose of 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 along 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 and 607 Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

55 SEP-5 1111:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 1,000 shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, 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, this corporation shall have the right to increase its capital stock either with or without nominal or 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. - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be August 31, 1995, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V. - REGISTERED AGENT/PRINCIPAL OFFICE

The initial Registered Agent of this corporation shall be JEFFREY C. METCALFE, whose principal business office is identical with the corporation's registered office set forth below.

ARTICLE VI. - ADDRESS OF REGISTERED OFFICE

A. The initial street address of the initial registered agent and the registered office of this corporation in the State of Florida will be 870-42 Saxon Boulevard, Orange City, Florida.

ARTICLE VII. - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1).

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 (1).

C. The names and street addresses of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>
JEFFREY C. METCALFE	1505 S. Magnolia Avenue Sanford, Florida 32771

D. Any Director may be removed from office by a two thirds 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.

F. The initial members of the Board of Directors of this corporation hereinabove named shall hold the Organizational Meeting of this corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this corporation.

ARTICLE VIII. - SUBSCRIBERS TO ARTICLES

The following is the name and street address of the subscriber to these Articles of Incorporation, being a dentist duly licensed to render services as such under the laws of the State of Florida:

<u>Name</u>	<u>Address</u>
JEFFREY C. METCALFE	1505 S. Magnolia Avenue Sanford, Florida 32771

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 dentist 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. 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 X. - BY-LAWS

The Stockholders of this corporation shall have the sole power to adopt, amend 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 of 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 XI. - ADDITIONAL CORPORATE POWERS

In furtherance 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 interests, 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; provided, however, the capital of this corporation cannot be impaired thereby.

C. 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 restricted stock option plan, (6) a corporate health plan, (7) a group term life insurance plan, or (8) other retirement or incentive compensation plan.

ARTICLE XII. - 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 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 XIII. - INDEMNIFICATION

The corporation shall indemnify any officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Sanford, Seminole County, Florida on August 31, 1995.

Signed, sealed and delivered in the presence of:

Donna D. Lake

JEFFREY C. METCALFE

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared JEFFREY C. METCALFE, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the State and County last aforesaid this 31st day of August, 1995.

Donna D. Lake
Notary Public
State of Florida at Large
My Commission Expires: _____

DONNA D. LAKE
COMMISSION # CC 445573
EXPIRES MAR 17, 1999
BONDED THRU

Having been named Registered Agent for the above stated Professional Service Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Jeffrey C. Metcalfe

DATE: AUGUST 31, 1995