

P96000102350
GRAY, HARRIS & ROBINSON

J. CHARLES GRAY
GORDON H. HARRIS
RICHARD M. ROBINSON
PHILLIP R. FINCH
PAMELA O. PRICE
JAMES F. PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F. MARSHALL, JR.
J. MASON WILLIAMS III
LEO P. ROCK, JR.
O. ROBERTSON DILG
CHARLES W. BELL
JACK A. KIRSCHENBAUM
RICHARD E. BURKE
GUY S. HAGOARD
FREDERICK W. LEONHARDT
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL B. QUINN, JR.
DAVID L. SCHICK
JACK K. MEMULLEN
BUSAN T. SPRADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHR
PHILIP F. NOHR
WILLIAM G. BOLTIN, III
R. LEE BENNETT

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

SUITE 1200

201 EAST PINE STREET

POST OFFICE BOX 3068

ORLANDO, FL 32802-3068

TELEPHONE (407) 843-8880

FAX (407) 244-5690

WRITER'S DIRECT DIAL

TRACY A. BORGERT
LILA INGATE MCHENRY
KENT L. HIPP
ROBERT L. BEALS
DONALD H. GIBSON
KIMBERLY NOWORYTA SUNNER
N. SCOTT NOVELL
CHRISTOPHER J. COLEMAN
PEODY R. HOYT
JOHN A. KIRST, JR.
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMNER
RICHARD A. RODGERS
ALISON M. KIRKO
JAMES D. KIBIO
KELLY M. FITZGERALD

OF COUNSEL

MALCOLM R. KIRSCHENBAUM
SYDNEY L. JACKOWITZ
THEODORE L. SHINKLE
WILBUR E. BREWTON, P.A.
KELLY BREWTON PLANTE
LEE M. KILLINGER
KENNETH J. PLANTE

December 11, 1996

EFFECTIVE DATE

1-1-97

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

200002031462--9

-12/17/96--01142--018

*****70.00 *****70.00

RE: Ilya V. Freyman, D.M.D., P.A.

Dear Sir:

Enclosed are the original and one (1) copy of the Articles of Incorporation of the above-referenced proposed corporation.

Please return the copy of the Articles of Incorporation indicating the filing date to the undersigned.

Also enclosed is the certificate of acceptance as registered agent for service of process within this State.

A check is also enclosed in the total amount of \$70.00 to cover the \$35.00 filing fee and the \$35.00 fee for designation of registered agent.

DEC 19 1996 BSB

Yours very truly,

R. Lee Bennett

RLB:fs
Enclosures

FILED

96 DEC 16 PM 12:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ILYA V. FREYMAN, D.M.D., P.A.**

EFFECTIVE DATE

1-1-97

The undersigned, a natural person competent to contract and Doctor of Dentistry duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the Professional Service Corporation and Limited Liability Company Acts and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ILYA V. FREYMAN, D.M.D., P.A.

ARTICLE II - ADDRESS

The principal office address of the corporation is 217 East State Road 434, Longwood, Florida 32750.

ARTICLE III - 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.

ARTICLE IV - 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 100,000 shares of common stock having a par value of \$0.01 per share, which may be fractional shares.

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 nonassessable, 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 qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - DURATION

This corporation shall exist perpetually. The effective date of these Articles of Incorporation shall be January 1, 1997.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

217 East State Road 434
Longwood, Florida 32750

The name of the initial registered agent of this corporation at that address shall be:

Ilya V. Freyman, D.M.D.

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 Bylaws adopted by the shareholders, but shall never be less than one (1).
- C. 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 shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - INITIAL DIRECTOR

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

Ilya V. Freyman, D.M.D.

217 East State Road 434
Longwood, Florida 32750

ARTICLE IX - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles, who is a Doctor of Dentistry duly licensed to render services as such under the laws of the State of Florida:

Ilya V. Freyman, D.M.D.

217 East State Road 434
Longwood, Florida 32750

ARTICLE X - SHAREHOLDERS

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 shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation and except in accordance with the Bylaws or an Agreement among the shareholders. No shareholder 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 - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in both the Board of Directors and the Shareholders, who may act independently or jointly. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of December, 1996.


Ilya V. Freyman, D.M.D.
Incorporator

bsb/freyman.art

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of ILYA V. FREYMAN, D.M.D., P.A., I hereby accept and agree to act in this capacity.

Ilya V. Freyman, D.M.D.
Ilya V. Freyman, D.M.D.

FILED
96 DEC 16 PM 12:44
STATE
TALLAHASSEE, FLORIDA