

P96000014745

2/15/96

Comprehensive Business Scr.

Requester's Name

6100 GRIFFIN Rd #201

Address

DAVIE FL 33314

City

State

ZIP

Phone

583-3064A

VALIDATION ONLY

FILED
96 FEB 16 AM 10:36
TALLAHASSEE, FLORIDA

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-02/16/96--01006--010
*****70.00 *****70.00

CORPORATION(S) NAME

AFFORDABLE DENTAL CENTER OF POMPANO BEACH, INC.



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DEPARTMENT OF BANKING AND FINANCE
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F. CHESSER FEB 16 1996

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ARTICLES OF INCORPORATION

OF

AFFORDABLE DENTAL CENTER OF POMPANO BEACH, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, do hereby associate myself for the purpose of forming a Corporation under the Laws of the State of Florida, and do hereby certify as follows:

ARTICLE I

NAME

The name of the corporation shall be:

AFFORDABLE DENTAL CENTER OF POMPANO BEACH, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objectives and purposes to be transacted and carried on are: 1) to carry on the Practice of Dentistry and anything related to that filed and any and all lawful activities that can be carried on in the State of Florida, and not prohibited by the Laws of the United States or the Laws in the State of Florida, 2) and in general to carry on any other businesses whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties, 3) and further, to borrow or raise money for the purposes of the company, to secure the same interest, or for other purposes, to mortgage all or any part of the property corporal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

ADDRESS

The initial address of the Corporation in the State of Florida is:

31 SE 24 Avenue, Suite #3
Pompano Beach, FL 33062

The Shareholder may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE IV

CAPITAL STOCK

The corporation shall be authorized to issue stock in the following amounts and manner, to wit:

No more than 100 shares of common stock,
par value of ONE DOLLAR (\$1.00) each

ARTICLE V

SUBSCRIBER

The name and post address of each subscriber to the Articles of Incorporation, the number of shares of stock each agree to take, and the valid consideration thereof is:

STEPHAN A. PIETRO 10 shares at \$1.00 par value

ARTICLE VI

POWERS

The powers of this Corporation shall include and be governed by the By-Laws of the Corporation, and the Laws of the State of Florida.

ARTICLE VII

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VIII

**REGISTERED AGENT AND
REGISTERED OFFICE**

The Registered Agent of this Corporation shall be:

STEPHAN A. PIETRO

The Registered Office shall be located at:

**31 SE 24 Avenue, Suite #3
Pompano Beach, FL 33062**

or such other person or such other places as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State, in accordance with the law.

ARTICLE IX

MANAGEMENT OF THE AFFAIRS OF THE CORPORATION-OFFICERS

The affairs of this Corporation shall be managed by its Officers, subject, however, to the directions of the Board of Directors, except for the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the By-Laws. The Officers of this Corporation shall consist of a President, a Secretary and a Treasurer, in addition to such other officers that the Directors may, if they so desire, choose to appoint or elect. The names and addresses who are to serve until the first election by the Board of Directors are:

STEPHAN A. PIETRO, President, Secretary and Treasurer
31 SE 24 Avenue, Suite #3
Pompano Beach, FL 33062

None of the above Officers specifically named in these Articles shall be required to be a Member of this Corporation to hold office.

ARTICLE X

BOARD OF DIRECTORS

This corporation shall be governed by a Board of Directors consisting of not less than one (1) nor more than five (5) persons.

ARTICLE XI

INITIAL DIRECTORS

The name and address of the person who will serve as the Board of Directors until the first annual meeting of the Corporation until the successors are elected and qualify are as follows:

STEPHAN A. PIETRO
31 SE 24 Avenue, Suite #3
Pompano Beach, FL 33062

ARTICLE XII

INCORPORATORS

The name and address of each Incorporator subscribing and executing these Articles of Incorporation is as follows:

STEPHAN A. PIETRO
31 SE 24 Avenue, Suite #3
Pompano Beach, FL 33062

ARTICLE XIII

INDEMNIFICATION OF OFFICERS

AND DIRECTORS

Every Director and Officer of the Corporation shall be indemnified by the Corporation for expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon him or her in connection with any proceedings to which he may or she may be a party of in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition and need not be exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XIV

VOTING RIGHTS

Except as may otherwise be provided by Law, the total voting power for the election of Directors of this Corporation and for all other parties shall be vested solely and exclusively in the holders of the outstanding shares of stock issued by the Corporation.

ARTICLE XV

BY-LAWS

The original By-Laws of this Corporation shall be adopted by a majority vote of the Members of this Corporation present at a meeting of the Members called for said purpose, at which a majority of the Membership is present, and thereafter the By-Laws of this Corporation may be amended, altered or rescinded by the vote of the Board of Directors and/or the shareholders of the Corporation. Amendment to the By-Laws or to the Articles of Incorporation may be proposed by the shareholders or by the Board of Directors in the manner as provided in the By-Laws and in accordance with the Laws of the State of Florida.

ARTICLE XVI

AMENDMENT

The Corporation does and hereby reserves the right to amend or repeal any provision as contained in these Articles of Incorporation or any subsequent Amendment thereto and any right conferred upon the shareholders herein shall be subject to this reservation.

IN WITNESS HEREOF, we have hereunto set our hands and seals at Davie, Broward County, Florida this

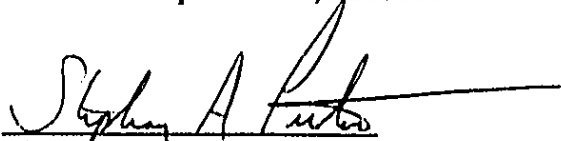
14th day of Feb, 1996.


STEPHAN A. PIETRO

CERTIFICATE ACCEPTING CONFIRMATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of
AFFORDABLE DENTAL CENTER OF POMPAÑO BEACH, INC. and agree to serve as its
agent to accept service of process within this State at its Registered Office at:

31 SE 24 Avenue, Suite #3
Pompano Beach, FL 33062


STEPHAN A. PIETRO
Registered Agent

FILED
96 FEB 16 AM 10:36
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

February 14, 1996

**Department of State
Division of Corporations
PO. Box 6327
Tallahassee, FL 32314**

SUBJECT: AFFORDABLE DENTAL CENTER OF POMPANO BEACH, INC.

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

Dr. STEPHAN A. PIETRO

31 SE 24 Avenue, Suite #3

Pompano Beach, FL 33062

(305) 941-7048

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DEPT. OF STATE
TALLAHASSEE, FLORIDA**