

P96000051090

FROUG AND ENGELMAN, P.A.
4868 Cortez Road West
Bradenton, FL 34210

June 10, 1996

100001861581
-06/13/96--01060--019
***122.50 ***122.50

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

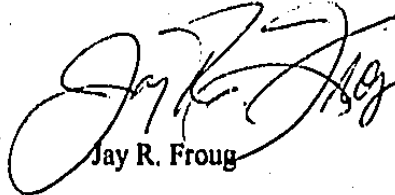
Re: Articles of Incorporation for Froug and Engelman, P.A.

Dear Sir or Madam,

Enclosed please find two original Articles of Incorporation for Froug and Engelman, P.A. along with a check made payable to the Secretary of State in the amount of \$122.50 for the filing fee. Please return a certified copy of the Articles of Incorporation to the above listed address.

Please also send a copy of Chapter 621 of the Florida Statutes for Professional Corporations. Thank you. If you have any questions please contact Robin Froug at (941) 371-8893. Thank you.

Yours very truly,


Jay R. Froug

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 13 PM 2:19

FILED

DMC
6/14/96

ARTICLES OF INCORPORATION
OF
FROUG AND ENGELMAN, P.A.

FILED
96 JUN 13 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract and dentists, duly licensed to render services as such under the laws of the State of Florida, hereby form a professional corporation for profit under the provisions of Chapter 621, Florida Statutes, as amended by "The Professional Service Corporation Act" and other laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: **FROUG AND ENGELMAN, P.A.**

ARTICLE II

Purposes

Section 1. To engage in every phase and aspect of rendering to the public the same professional services that a dentist, duly licensed under the laws of the State of Florida, is authorized to render and that such professional services shall be rendered only through its officers, employees and agents who are duly licensed or otherwise legally authorized under the laws of the State of Florida to render the same.

Section 2. To invest the funds of the corporation in real estate, mortgages, stocks, bonds and any other type of investment, and to own real and personal property necessary for rendering professional services authorized hereby.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any one time shall be five hundred (500) shares having a one dollar (\$1.00) par value. All stocks issued shall be fully paid and non-assessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock. Shares of the corporation's stock and certificates therefore shall be issued only to dentists authorized and licensed to practice dentistry in the State of Florida.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation shall begin business will not be less than \$500.00.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Address of the Corporation

The initial street address and mailing address of the principal office of this corporation in the State of Florida is 9941 Ashley Drive, Seminole, FL 34642. The Board of Directors shall have the power to establish branch offices and, from time to time, move the principal office of the corporation to any other address in Florida. The registered office of the corporation shall be 9941 Ashley Drive,

Seminole, FL 34642 and the registered agent shall be Greg Engelman whose business address is the same as the registered office of the corporation.

ARTICLE VII

Directors

This corporation shall have two (2) directors, initially. The number of directors may be increased or decreased from time to time as permitted by the laws of the State of Florida, by the By-Laws adopted by the stockholders. 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 stockholders, for any cause deemed sufficient by such stockholders.

ARTICLE VIII

Initial Directors

The names and street addresses of the members of the first Board of Directors who, subject to provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Greg Engelman	9941 Ashley Drive, Seminole, FL 34642
Jay R. Froug	4868 Cortez Road West, Bradenton, FL 34210

ARTICLE IX

Subscribers

The name and street address of the subscriber to these Articles of incorporation is:

<u>Name</u>	<u>Address</u>
Greg Engelman	9941 Ashley Drive, Seminole, FL 34642
Jay R. Froug	4868 Cortez Road West, Bradenton, FL 34210

ARTICLE X

Ownership of Stock

The stock of this corporation may be issued, owned or registered only in the same names of an individual or individuals who are duly authorized and licensed to practice dentistry in the State of Florida, and who are employees, officers or agents of this corporation. In the event that a stockholder:

- (a) becomes disqualified to practice as a dentist in this state, or
- (b) is elected to a public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a dentist, or
- (c) ceases to be an employee, officer or agent of the corporation, or
- (d) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles, or the By-Laws of this corporation, or
- (e) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the shareholder,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock which, in the absence of

By-Law provisions or written agreement among its shareholders, or written agreement among its stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is canceled by the corporation shall forthwith cease to be an employee, officer, director or agent of the corporation, and expect to receive payment for this stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this corporation.

ARTICLE XI

Death of Stockholder

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such matter as may be provided for in the By-Laws of this corporation, or by written agreement between the corporation and its stockholders, or by written agreement among the stockholders, in a manner consistent with law and these Articles.

ARTICLE XII

Transfer of Stock

No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation except to another individual who is then duly authorized and licensed to practice dentistry in the State of Florida and then only after the proposed sale or transfer shall have been first approved, at a stockholders' meeting specially called for such purpose. The corporation's

shareholders are specifically authorized from time to time to adopt By-Laws not inconsistent herewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XIII

Restrictions

In furtherance of and not in limitation of the powers conferred by statute, the following specific provision are made for the regulation of the business and the conduct of the affairs of the corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

Section 2. The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

Section 3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation, and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the


corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XIV

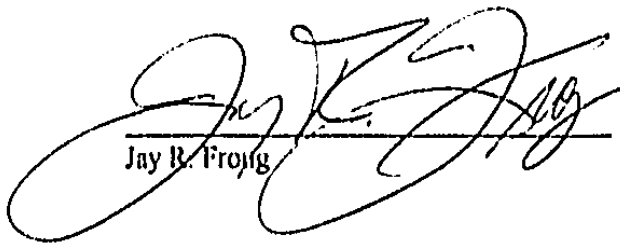
Amendments

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, We the undersigned subscribers, have hereunto set our hands and seal for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all this 7th day of June, 1996



Greg Engelman

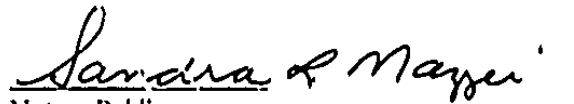

Jay R. Froug

STATE OF FLORIDA)
COUNTY OF Pinellas)

The foregoing instrument was acknowledged before me this 7th day of June,
1996 by Greg Engelman, who is personally known to me or who has produced _____
as identification and who did (did not) take an oath.



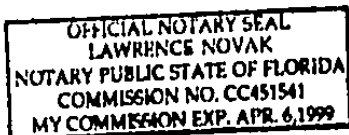
SANDRA L. MAZZEI
My Commission CC471488
Expires Jun. 13, 1999
Bonded by ANB
800-852-8678

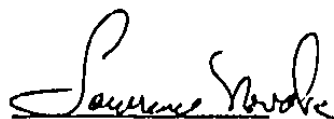

Notary Public
Print Name Sandra L. Mazzei

My Commission Expires: 6-13-99

STATE OF FLORIDA)
COUNTY OF MANATEE)

The foregoing instrument was acknowledged before me this 3RD day of JUNE,
1996 by Jay R. Froug, who is personally known to me or who has produced _____ as
identification and who did (did not) take an oath.




Notary Public
Print Name Lawrence Novak

My Commission Expires:

Having been named Registered Agent to accept service of process for the above stated
corporation at registered office designated in the Articles, I hereby accept such designation and agree
to serve as Registered Agent.

Greg Engelman
Greg Engelman

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of June,
1996 by Greg Engelman, who is personally known to me or who has produced _____
as identification and who did (did not) take an oath.



SANDRA L. MAZZEI
My Commission **00471600**
Expires Jun. 13, 1998
Bonded by **AND**
800-452-8878

Sandra L. Mazzei
Notary Public
Print Name Sandra L. Mazzei

My Commission Expires: 6-13-99