

P96000051941

STRAUGHN, STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

200 MAGNOLIA AVENUE

POST OFFICE BOX 2200

WINTER HAVEN, FLORIDA

33903-2200

JACK STRAUGHN
RICHARD K. STRAUGHN
MARK G. TURNER

TELEPHONE (841) 20-1184
FAX (841) 202-1081

RECEIVED
JUN 17 1996
FBI

June 17, 1996

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

RE: DR. F. MOGHADASI & ASSOCIATES, P.A.

700001865277
-06/18/96--01097--005
****122.50 ****122.50

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, together with the Registered Agent form. Also enclosed, is my firm's check in the amount of \$122.50 to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter, Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

Mark G. Turner

MARK G. TURNER

MGT/kr
enclosure

moghadas1\letter\fds

6/19

**ARTICLES OF INCORPORATION
OF**

DR. F. MOGHADASI & ASSOCIATES, P.A.

RECEIVED
JAN 17 1961
STATE

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of dentistry in the State of Florida, hereby proceed to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is DR. F. MOGHADASI & ASSOCIATES, P.A..

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

1. To engage in the practice of dentistry and to render such services as may be ancillary to the foregoing. The corporation may purchase and own real and personal property necessary or appropriate for rendering its professional services and may invest its funds in real estate, mortgages, stocks, bonds and any other type of investments, all in accordance with the provisions of Chapter 621 of the Florida Statutes.

2. To own property, enter into contacts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.

3. The services of this Corporation which consist of the practice of dentistry shall be carried out only through officers,

employees and agents who are active members of the Florida Board of Dentistry in good standing and licensed in Florida to render dentistry services.

4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida, by the Florida Board of Dentistry, and Rules of the Department of Professional Regulation or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 7,500 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice dentistry in the State of Florida.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 255 Magnolia Avenue SW, Winter Haven, Florida 33880 and the name of its initial registered agent is Mark G. Turner. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least three (3) Directors. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice dentistry in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

NAME:

ADDRESS:

FARID MOGHADASI

5046 Mission Square Circle
Zephyrhills, Florida 33541

ARTICLE VII. SUBSCRIBER

The names and addresses of the subscribers, who are the incorporators of this Corporation, each of whom is duly licensed in the State of Florida to practice dentistry, are as follows:

NAME:

ADDRESS:

FARID MOGHADASI

5046 Mission Square Circle
Zephyrhills, Florida 33541

ARTICLE VIII. RESTRAINT ON ALIENATION

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 provision 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 or entity 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 shareholders' meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued

rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. 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 subscribers have executed these Articles of Incorporation this _____ day of _____, 1996.

F. Moghadasi
FARID MOGHADASI

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in the Articles, I hereby accept to act in this capacity, and I agree to comply with the provision of said Act relative to keeping open said office.

BY:

Mark G. Turner
MARK G. TURNER
Registered Agent

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 17 PM 3:51

P9600051941

JACK STRAUGHN
RICHARD E. STRAUGHN
MARK G. TURNER

TELEPHONE (407) 893-1184
FAX (407) 893-3081

July 22, 1996

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

RE: DR. F. MOGHADASI & ASSOCIATES, P.A.
File No. P96000051941

Dear Sir:

I have been requested by my client, Dr. F. Moghadasi, to have the address changed in the above-referenced corporation. The current address is: 255 Magnolia Avenue, SW, Winter Haven, Florida 33880. The new address is: 319 U.S. Hwy 27 South, Dundee, Florida 33838.

Please be advised that the address change is only for the corporation address not the registered agent. The registered agent address will still be 255 Magnolia Avenue, SW, Winter Haven, Florida 33880.

Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

Mark G. Turner

MARK G. TURNER

MGT/kr

P96000051941

STRAUGHN, STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

222 MANHOLIA AVENUE

POST OFFICE BOX 2222

WINTER HAVEN, FLORIDA

33993-2222

**JACK STRAUGHN
RICHARD E. STRAUGHN
MARK G. TURNER**

**TELEPHONE: (841) 222-1124
FAX: (841) 222-2021**

September 13, 1996

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

**RE: DR. F. MOGHADASI & ASSOCIATES, P.A.
File No. P96000051941**

**900001962679
-10/02/96--01029--035
*****35.00 *****35.00**

Dear Sir:

Enclosed please find the Statement of Change of Registered Office or Registered Agent or Both for Corporation as it pertains to the above-referenced matter.

Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

Mark G. Turner. (kr)

MARK G. TURNER

MGT/kr

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Change

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 PM 4:23**

TEL. SEP 27 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 19, 1996

MARK G. TURNER, ESQ.
STRAUGHN, STRAUGHN & TURNER, P.A.
P. O. BOX 2295
WINTER HAVEN, FL 33883-2295

SUBJECT: DR. F. MOGHADASI & ASSOCIATES, P.A.
Ref. Number: P96000051941

We have received your document for DR. F. MOGHADASI & ASSOCIATES, P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 467-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 496A00043385

RECEIVED

96 SEP 27 AM 8:10

DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Dr. F. Moghadasi & Associates, P.A.

2. The mailing address of the corporation is: 319 U.S. Highway 27 South, Dadea, Florida 33838

3. Date of incorporation/qualification: June 17, 1996 Document number: P96030051941

4. The name and address of the current registered agent and office:

Mark G. Turner, Esquire

255 Magnolia Avenue, S.W.

Winter Haven, Florida 33880

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Mark G. Turner, Esquire

255 Magnolia Avenue

Winter Haven, Florida 33880

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Farid Moghadasi
(Signature of an officer, chairman or vice chairman of the board)

8/28/96
(Date)

Farid Moghadasi, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Mark G. Turner
(Signature of Registered Agent)

9/10/96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 PM 4:23