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CASELLA & MCMICHAEL

A PROFESSIONAL ASSOCIATION

1432 FIRST STREET

SUITE C

SARASOTA, FLORIDA 34236

(941) 953-4785

FAX (941) 952-0715

ROBERT M. CASELLA, ESQ.*
PAIGE MCMICHAEL, ESQ.*

PAMELA MOORE, C.L.A.†

* OTHER JURISDICTIONS:
NEW JERSEY

† CERTIFIED LEGAL ASSISTANT

August 15, 1996

Secretary of State
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines
Tallahassee, Florida 32399

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****122.50 ****122.50

Re: Denberg, P.A.

Dear Secretary:

Enclosed herewith please find the following for filing at your earliest date:

1. Fully executed Articles of Incorporation, (Original and one copy);
2. Attorney Trust Account check number 741, made payable to you in the amount of \$ 122.50, representing corporate filing fees and the fee for one conformed copy; and
3. Self-addressed, metered envelope for return of conformed copy.

Should you have any questions or concerns regarding this matter, please feel free to contact this office.

Sincerely,


Robert M. Casella, Esq.

RMC/pjm
cc: Client w/o encl.
Enclosures as stated

88 AUG 23 1996

FILED
96 AUG 21 AM 8:32
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DENBERG, P.A.

FILED
96 AUG 21 AM 8:32

STATE
OF FLORIDA

The undersigned subscriber 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 proceeds 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 Denberg, P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To render the practice of dentistry to the public, which shall consist of the actual diagnosing, treating, prescribing, or operating in any degree, or professing or attempting to diagnose, treat, prescribe or operate for, any disease, pain, deformity, deficiency, injury or physical condition of the human tooth, teeth, alveolar process, gums or jaws, or their dependent tissues. This professional corporation shall exist and function in compliance with the "Florida Professional Service Corporation Act" (F.S.A. Chapter 621) and in order to properly prosecute the objects and purposes above set forth, the Corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of the service of the practice of dentistry.

2. The corporation shall render those professional services customarily performed by licensed dentists and such services as may be ancillary thereto, and may own real and personal property necessary or appropriate for rendering the said 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 F.S.A. Chapter 621, as the same may from time to time be amended.

3. To practice the profession of Dentistry including the furnishings of any and all services incidental to, but not limited to, Dental Hygiene services and Dental Surgery. To do any and all things authorized and allowed under the laws of the State of Florida in accordance with the provisions of Chapter 621 of the Florida Statutes.

ARTICLES III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have at any one time is one hundred (100) shares having the par value of one dollar (\$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 and is an active member of the Dental Profession 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 3150 South Tamiami Trail, Sarasota, Florida, 34230, and the name of its initial registered agent is David Engelsberg, D.D.S. 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 one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice dentistry and is an active member of the Florida Dental Profession in good standing. 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
<u>David Engelsberg, D.D.S.</u>	<u>3150 South Tamiami Trail</u> <u>Sarasota, Florida 34230</u>

ARTICLE VII. SUBSCRIBERS

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
<u>David Engelsberg, D.D.S.</u>	<u>3150 South Tamiami Trail</u> <u>Sarasota, Florida 34230</u>

ARTICLE VIII. RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

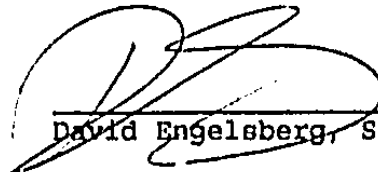
ARTICLE IX. DISQUALIFICATION

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

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

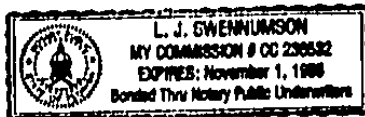
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of July, 1996.

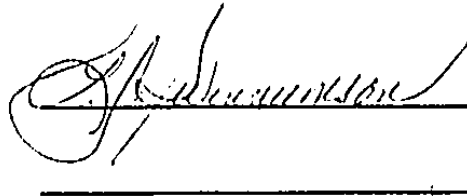

David Engelsberg, Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

19th THE FOREGOING instrument was acknowledged before me this 19th day of July, 1996, by David Engelsberg, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced N/A as identification and who (did/did not) take an oath.

NOTARY PUBLIC - STATE OF FLORIDA

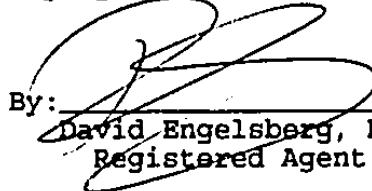




Personally known X OR
Produced Identification _____

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 agree to comply with the provision of said Act relative to keeping open said office.

By: 
David Engelsberg, D.D.S.,
Registered Agent

FILED
95 AUG 21 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA