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GREENFELDER, MANDER, HANSON, MURPHY & DWYER

ATTORNEYS AT LAW

1417 THIRD STREET

DADE CITY, FLORIDA 33520

GLEN E. GREENFELDER
A. R. "CHIP" MANDER, III
T. PHILIP HANSON, JR.
DAVID J. MURPHY
DANIEL L. DWYER

August 30, 1996

352-567-0411

FAX: 352-567-7758

BROOKSVILLE 352-796-7900

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Trey Walding, DMD, P.A.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above named corporation. Please file the original and certify and return the copy to our office.

We enclosed our check in the amount of \$122.50 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, HANSON,
MURPHY & DWYER

David J. Murphy
David J. Murphy

DJM/mdw
Enclosures

FILED
96 SEP -3 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AB 9/9

ARTICLES OF INCORPORATION
OF
TREY WALDING, DMD, P.A.

FILED
96 SEP -3 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this corporation shall be: TREY WALDING, DMD, P.A.

The principal office of this corporation shall be: 37221 Meridian Avenue, Dade City, Florida, 33525.

The mailing address of this corporation shall be: 37221 Meridian Avenue, Dade City, Florida, 33525.

ARTICLE II

PURPOSE

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of dentistry,

and all its fields of specializations, as are engaged in by dentists.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be dentist in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at One Dollars (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall

be issued only to dentist in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV

DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 37221 Meridian Avenue, Dade City, Florida, 33525. The name of the initial registered agent of this corporation at that address is STEPHEN JUSTICE WALDING, III.

ARTICLE VI

INCORPORATORS

The name and address of the incorporator signing these Articles is:

STEPHEN JUSTICE WALDING, III
37221 Meridian Avenue
Dade City, Florida 33525

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of one (1) person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one.

The name and address of the initial Board of Directors of this corporation are:

STEPHEN JUSTICE WALDING, III
37221 Meridian Avenue
Dade City, Florida 33525

ARTICLE VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his

or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

BYLAW AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 30th day of August, 1996.


STEPHEN JUSTICE WALDING, III

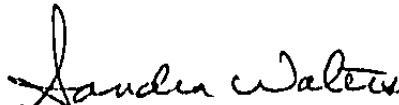
STATE OF FLORIDA

COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STEPHEN JUSTICE WALDING, III, known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation and who furnished as proof of identification:

Florida driver's license.

IN WITNESS WHEREOF I have set my hand and seal in the State
and County above this 30th day of August, 1996.



Notary Public

Typed or Printed Name: Sandra Waters

Commission:



SANDRA WATERS
My Commission 0000120
Expires Nov. 17, 1999

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That TREY WALDING, DMD, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 37221 Meridian Avenue, Dade City, Florida, 33525, has named STEPHEN JUSTICE WALDING, III, whose address is 37221 Meridian Avenue, Dade City, Florida, 33525, as its agent to accept service of process within Florida.

DATED: August 30, 1996

SIGNED: *Stephen Justice Walding, III*
STEPHEN JUSTICE WALDING, III

ACCEPTANCE

Having been named to accept service of process for the above named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: August 30, 1996

Stephen Justice Walding, III
STEPHEN JUSTICE WALDING, III
Registered Agent

FILED
96 SEP -3 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA