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EMPIRE CORPORATE KIT
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TO: DIVISION CERP CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: STRATEGIC ORTHODONTIC SYSTEMS, INC.

AUDIT NUMBER.....H96000015342

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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596-50304
10/31/96

ARTICLES OF INCORPORATION
OF
STRATEGIC ORTHODONTIC SYSTEMS, INC.

⑦
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The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

STRATEGIC ORTHODONTIC SYSTEMS, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is to conduct practice procedure workshops, and provide books, manuals, audio and video tapes and additional products for the Orthodontic profession, as well as any other lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq., FB# 0008222

121 N.Oscola Ave., Ste. 312, Clearwater, FL 34615

(813) 461-7754

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ARTICLE FOUR

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The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Randy M. Feldman - 33 1/3 shares

Mark DeBullo - 33 1/3 shares

Bill Halverson - 33 1/3 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$100.00.

ARTICLE SIX

The corporation shall have no directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1965 Duneloe Circle

Dunedin, Florida 34698

(813) 736-4848

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ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who are the stockholders of the corporation. The officers of the corporation shall be:

PRESIDENT :	Mark DeEullo
VICE-PRESIDENT:	Bill Halverson
TREASURER; SECRETARY:	Randy Feldman

ARTICLE NINE

All financial and management decisions of the company must have unanimous consent of stockholders.

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Mark DeEullo
1965 Duncloe Circle
Dunedin, Florida 34698

ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

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ARTICLE TWELVE**H96000015342**

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

ARTICLE THIRTEEN

Any stockholder may at any time resign ownership in writing. In this case, said stockholder will be entitled to his percentage of ownership of the reserves as well as 5% of the last year's profit to be paid over a one year period after resignation.

ARTICLE FOURTEEN

The corporation must maintain a reserve of six months working capital, to be calculated by the average monthly expenses of the preceding three months. Allocation to this reserve will be 5% for the first six months, then 10% until the reserve amount is met, at which time no more funding will be required.

ARTICLE FIFTEEN

All stockholders are working executives in the corporation. Any absence of stockholder participation in the corporation for more than two weeks, must be approved by the other stockholders

ARTICLE SIXTEEN

All stockholders agree to follow all finance policies as laid out in the management series

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ARTICLE SEVENTEEN

The name and street address of the person signing these Articles of Incorporation as incorporators is as follows:

Mark DeEulio - 1965 Duneloe Circle, Dunedin, FL 34698

IN WITNESS WHEREOF, the undersigned have made, incorporated, and acknowledged these Articles of Incorporation this 30 day of OCT, 1996.


Mark DeEulio

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, MARK DBEULIO, hereby accept designation as Registered Agent on this 30 day of OCT, 1996.


Mark DeEulio

1965 Duneloe Circle
Dunedin, Florida 34698

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STATE OF Florida

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COUNTY OF Pineles

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State of Florida aforesaid to take acknowledgments, Mark De Eudio personally appeared, to me well known or who produced identification in the form of _____, to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and registered agent respectively, and she acknowledged before me that she signed the same and accepts the uses and purposes therein set forth.

WITNESS my hand and official seal this 30 day of October, 1996.

May Wong Chou
NOTARY PUBLIC

Commission expires:



MAY-WONG CHOU
My Commission CC288778
Expires Oct. 10, 1998

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