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HARRIS, MIDYETTE, GEARY & DARBY, P.A.

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2012 SOUTH FLORIDA AVENUE
LAKELAND, FLORIDA 33803

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LAKELAND, FLORIDA 33806-2451
TELEPHONE: (941) 683-7567
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January 2, 1997

Florida Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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RE: Ronald L. Jones, D.M.D., P.A.

Ladies and Gentlemen:

We are enclosing the original and one executed copy of proposed Articles of Incorporation for Ronald L. Jones, D.M.D., P.A., together with a Certificate Designating Registered Agent. Please approve and file the originals and return a certified copy to our office.

We are also enclosing our firm's check payable to you, in the amount of \$122.50, representing charges for the filing fees (\$35.00), certified copy (\$52.50), and filing of the Registered Agent Designation (\$35.00).

Please call our office if anything further is required. Thank you for your assistance in this matter.

Sincerely,

HARRIS, MIDYETTE, GEARY & DARBY, P.A.

By:

E. Morrell
Eduardo F. Morrell

Encl: as stated above
pc: Ronald L. Jones, D.M.D. (w/encl)

FILED
97 JAN -6 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JAN 10, 1997

ARTICLES OF INCORPORATION

OF

RONALD L. JONES, D.M.D., P.A.

FILED
97 JAN -6 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person is duly licensed to practice the profession of dentistry in the State of Florida and hereby forms a professional corporation in accordance with the Professional Service Corporation and Limited Liability Company Act, and hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I.
NAME**

The name of this Corporation is:

RONALD L. JONES, D.M.D., P.A.

**ARTICLE II.
PERMITTED BUSINESSES AND ACTIVITIES**

The general nature of the business to be transacted by this Corporation is: providing professional dentistry services and any other related professional services.

**ARTICLE III.
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV.
INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

**ARTICLE V.
TERM OF EXISTENCE**

The existence of this Corporation is to begin at the time of subscription and acknowledgment of these Articles of Incorporation and to continue perpetually thereafter.

**ARTICLE VI.
PRINCIPAL OFFICE ADDRESS**

The street address of the initial principal office of the Corporation in the State of Florida is 3624 Harden Boulevard, Lakeland, Florida 33803. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

**ARTICLE VII.
REGISTERED OFFICE; REGISTERED AGENT**

The street address of the Corporation's initial registered office in this State is 3624 Harden Boulevard, Lakeland, Florida 33803. The initial Registered Agent of the Corporation and the address of the Registered Agent of the Corporation shall be as follows:

Name	Address
Ronald L. Jones, D.M.D.	3624 Harden Boulevard Lakeland, Florida 33803

ARTICLE VIII.
DIRECTORS

This Corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE IX.
DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the Directors as Directors and as Officers, to permit contracts or other transactions between the Corporation and one (1) or more of its Directors, and to exercise such other powers of the Corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the Stockholders.

Without limiting the generality of the foregoing, no Contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between this Corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this Corporation, which acts upon, or in reference to, such Contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such Contract or transaction by a vote of a majority of the Directors (such interested Director or Directors to be counted in determining whether a quorum is present, but

not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

**ARTICLE X.
ORIGINAL DIRECTORS**

The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Ronald L. Jones, D.M.D.	3624 Harden Boulevard Lakeland, Florida 33803

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

**ARTICLE XI.
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Ronald L. Jones, D.M.D.	3624 Harden Boulevard Lakeland, Florida 33803

The incorporator to these Articles of Incorporation hereby assigns to this Corporation any and all of his rights under Section 607.0202, Florida Statutes, to constitute a Corporation.


**ARTICLE XII.
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law,

Articles of Incorporation of
Ronald L. Jones, D.M.D., P.A.
Page: 5

and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this Corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal, this 18th day of December, 1996, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

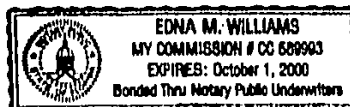

Ronald L. Jones, D.M.D., Incorporator

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing instrument was acknowledged before me this 18 day of December, 1996 by Ronald L. Jones, D.M.D., who is personally known to me or who has produced as identification.

Edna M. Williams
NOTARY PUBLIC
Print Name: Edna M. Williams
NOTARIAL STAMP

My Commission Expires:
October 1, 2000
(h:\debbie\corporat\articles\3412)



FILED

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

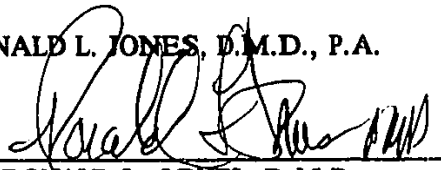
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That RONALD L. JONES, D.M.D., P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Lakeland, State of Florida, has named the following as its agent to accept service of process within the State of Florida:

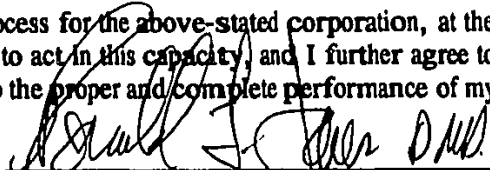
**RONALD L. JONES, D.M.D.
3624 Harden Boulevard
Lakeland, Florida 33803**

RONALD L. JONES, D.M.D., P.A.

By: 
RONALD L. JONES, D.M.D.
Director

Date: December 18th, 1996

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


RONALD L. JONES, D.M.D.
Registered Agent

Date: December 18th, 1996

Filing Fee: \$35.00

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