

P91000001187

1-17-97

Requester's Name
Address
City State ZIP Phone

PBR

VALIDATION ONLY

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***122.50 122.50

CORPORATION(S) NAME

American Dental Centers, Inc.

FILED
97 JAN 24 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

RECEIVED

97 JAN 21 AM 8:57

DIVISION OF CORPORATION

- ☒ Profit
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
'97 JAN 24 AM 11:46
DIVISION OF CORPORATIONS

January 21, 1997

EMPIRE

MIAMI, FL

SUBJECT: AMERICAN DENTAL CENTERS, INC.
Ref. Number: W97000001386

We have received your document for AMERICAN DENTAL CENTERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 397A00002752

**ARTICLES OF INCORPORATION
OF**

SOUTHEASTERN DENTAL CENTERS, INC.

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97 JAN 24 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be **SOUTHEASTERN DENTAL CENTERS, INC.**

ARTICLE II

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and the purchase, operation and management of businesses in the medical and/or dental field.

ARTICLE III

Stock

The authorized capital stock of the Corporation shall consist of 50,000,000 shares of Common Stock without nominal or par value per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

**Michael Mendez
1535 Prosperity Farms Road
Lake Park, Florida, 33403.**

ARTICLE V

Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

Address of Registered Office, Registered Agent and Principal Office

The address of the initial registered and principal office of the Corporation in the State of Florida shall be 1535 Prosperity Farms Road, Lake Park, Florida, 33403. The name of the initial registered agent of the Corporation at the above address shall be Michael Mendez. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VII

Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors shall consist of one (1) member. The name and street address of the member of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until his successor(s) (has/have) been elected and qualified is as follows:

Michael Mendez
310 Lake Shore Drive
Suite 11
Lake Park, FL 33403

ARTICLE IX

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person. The President, Treasurer, and Secretary is Michael Mendez.

ARTICLE X

Transactions in Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the entitled to vote thereon, and they authorize, approve, or ratify such contract or vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the shareholders transaction by time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

Amendment

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE XII

Special Meetings of Stockholders

Special meetings of stockholders may be called at any time by the President or holders of fifty percent (50%) of all outstanding shares.

ARTICLE XIII

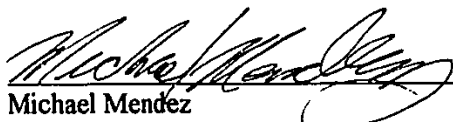
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in with said Act:

That SOUTHEASTERN DENTAL CENTERS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Lake Park, Palm Beach County, State of Florida, has named Michael Mendez, as its agent to accept service of process within this state.

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

The name and address of the incorporator is:

Michael Mendez
1535 Prosperity Farms Road
Lake Park, Florida, 33403.


Michael Mendez
Registered Agent
Incorporator

Dated: 1-16, 1997

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97 JAN 24 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA