

997000008408

1108000060124 3

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000060124 3)))



H080000601243ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : GREENBERG TRAGRIG - FORT LAUDERDALE  
Account Number : 120040000196  
Phone : (954) 765-0500  
Fax Number : (954) 765-1477

FILED  
08 MAR -7 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**ATLANTIC DENTAL, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

*Amelia R. Stat*  
3-17-cm

03/07/2008 16:39 FAX

FAXB

002/005

03/07/2008 14:30 IFAX fclloffserver@llaw.com  
850-617-6381

3/7/2008 2:31

PAGE 001/001

Fax  
Florida Dept of State

001/001



March 7, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ATLANTIC DENTAL, INC.  
2100 PONCE DE LEON BLVD., STE 950  
CORAL GABLES, FL 33134US

SUBJECT: ATLANTIC DENTAL, INC.  
REF: P97000008408

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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 (850) 245-6916.

Carol Mustain  
Regulatory Specialist II

FAX Aud. #: H08000060124  
Letter Number: 308A00014294

RECEIVED  
2008 MAR -7 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ATLANTIC DENTAL, INC.**

**FILED**  
08 MAR -7 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of **Atlantic Dental, Inc.**, a corporation organized and existing under the laws of the State of Florida, whose Articles of Incorporation were originally filed with the Florida Department of State on January 28, 1997, are hereby amended and restated in their entirety. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors and does not contain any amendment requiring shareholder approval.

**ARTICLE I**

The name of the corporation is Atlantic Dental, Inc. (the "Corporation").

**ARTICLE II**

The principal office and mailing address of the Corporation is 2333 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
1,000	\$0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of the shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to voted on any issued proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes which it is to be held.

H08000060124 3

**ARTICLE V**

The street address of the Corporation's registered office is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, County of Palm Beach, State of Florida 33410. The name of the registered agent at such address is Corporate Creations Network Inc..

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

**ARTICLE VII**

The name of the Incorporator is Rebecca R. Orand.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation on March 7, 2008.

  
\_\_\_\_\_  
Juan Ortiz, Chief Executive Officer

H08000060124 3

H08000060124 3

**CONSENT TO APPOINTMENT AS REGISTERED AGENT  
OF  
ATLANTIC DENTAL, INC.**

The undersigned, whose business address is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410, hereby accepts appointment as the registered agent of the above-named Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

**CORPORATE CREATIONS  
NETWORKING**

By: 

Name & Title: **Jim Perkins, Vice President**

Date: March 7, 2008

H08000060124 3