P970000192377

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

___ of ___ № 53475

RE: Coastal Jaw Surgery of Spring Hill, P.A.

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ______ One Day Service Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

FILED
97 MAR -3 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

	C.C. FEE.	DISBURSED
~~Capital Express℠~~		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
~~Foreign~~ Corp. File		
✓ ( ) ~~Cert.~~ Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
900002102029---3		
Name Reservation	-03/03/97--01025--010	
Annual Report/Reinstatement	****210.00	*****70.00
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
____ File No.'s, ____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

FAL MAR - 3 1997

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

RECEIVED
97 MAR -3 AM 9:54
DIVISION OF CORPORATIONS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAP		

WALK-IN
Will Pick Up 3/3 1100

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COASTAL JAW SURGERY OF SPRING HILL, P.A.

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a professional service corporation (the "**Corporation**") under the Professional Service Corporation and Limited Liability Company Act and the Florida Business Corporation Act (the "**Acts**"), as follows:

ARTICLE I.
Name

The name of the Corporation is:

COASTAL JAW SURGERY OF SPRING HILL, P.A.

ARTICLE II.
Term of Existence

The date when corporate existence will commence is upon the filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

ARTICLE III.
Principal Office

The principal office of the Corporation is 4372 Commericial Way, Spring Hill, Florida 34606.

ARTICLE IV.
Nature of Business and Purposes

The Corporation is organized for the following purposes:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public as a Dentist and Oral and Maxillofacial Surgeon, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice and render dental services therein.

B. To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and/or personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation.

D. The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, the Corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

ARTICLE V.
Capital Stock

A. The Corporation is authorized to issue 1,000 shares of one dollar ($1.00) par value common stock, which will be designated Common Stock.

B. All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock and its judgment of such additional value will be conclusive.

C. Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

ARTICLE VI.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 114 S. Pinellas Avenue, Tarpon Springs, Florida 34689, and the name of its initial registered agent at such address is Michael E. Dris, Esquire.

ARTICLE VII.
Directors

The Corporation will have one (1) director(s) initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 but no more than 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name	**Address**
DR. MICHAEL A. PIKOS	1235 N. Florida Avenue Tarpon Springs, FL 34689

ARTICLE VIII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name	**Address**
MICHAEL E. DRIS, ESQUIRE	114 South Pinellas Avenue Tarpon Springs, FL 34689

ARTICLE IX.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE X.
Stockholders

A. The Corporation's Common Stock shall be issued only to individuals who are duly licensed to render services as a Dentist and Oral and Maxillofacial Surgeon under the laws of the State of Florida. No shareholder of the Corporation shall sell or transfer his or her shares of Common Stock except to another individual who is eligible to be a shareholder of the Corporation because such person is duly licensed as a Dentist under the laws of the State of Florida.

B. If any shareholder of the Corporation becomes legally disqualified within Florida to render professional dental services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional dental services, such shareholder shall sever all employment with and financial interest in the Corporation.

C. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

ARTICLE XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XII.
Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, the Corporation shall have all of the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest or corporation, joint venture, or otherwise, with any person, firm or corporation, to carry on the business which this Corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire in accordance with applicable law, any or all shares owned and held by any shareholder who desires to sell, transfer, or otherwise dispose of his or her shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the Bylaws or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

C. To adopt, for the benefit of employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift (savings) plan, or (5) other retirement, incentive compensation or employee benefit plan.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28th day of February, 1997.

MICHAEL E. DRIS, ESQUIRE
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I 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.

Dated: February 28, 1997

MICHAEL E. DRIS, ESQUIRE

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TALLAHASSEE, FLORIDA