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AREA CODE 813

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301-6327

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-03/03/97--01124--017
*****70.00 *****70.00

In re: Incorporation of DRS. YATES AND CROSBY, P.A.

Gentlemen:

Enclosed is the original of the Articles of Incorporation together with
a check for \$70.00 for filing.

Very truly yours,



STEPHEN D. CARLE

SDC:wmp

Enclosures

Dmc
3/7/97

FILED
97 MAR -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 MAR -3 PM 2:16

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

DRS. YATES AND CROSBY, P.A.

The undersigned, being qualified to act as an incorporator under the Florida General Corporation Act and the Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation for the purpose of organizing a Corporation under the Act:

1. The name of the Corporation is:

DRS. YATES AND CROSBY, P.A.

2. The duration of the Corporation is perpetual.

3. The street address of the registered office and the principal office of the Corporation in the State of Florida shall be 117 Kerneywood, Lakeland, Florida 33803, and the name of the Registered Agent at such address is DAVIS V. YATES.

4. The Corporation is to be for profit.

5. The purposes for which the Corporation is organized are:

To engage in the professional practice of dentistry;

To do any or all of the things herein set forth, and all things usual, necessary or proper in furtherance of or incidental to said profession, to the same extent as natural persons might or could do, either alone or in company with others;

To do all things not forbidden to professional service corporations by the laws of the State of Florida;

To be vested with all the rights and powers now or hereafter conferred upon such corporations by the laws of the State of Florida.

6. The maximum number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, all without par value. Such shares shall be of one class and shall be designated common shares.

7. The holders of shares of the Corporation of any class, in the event of the proposed issuance by the Corporation of shares of stock of the same class, at any time after completion of its original issuance of shares, or in the event of the grant by the Corporation of any options or rights to purchase shares of the same class, or in the event of the proposed issuance by the Corporation of any securities convertible into or carrying an option to purchase shares of the same class, shall have the right to acquire such securities, as nearly as practicable, in proportion to their holding of shares of such class. Issuances giving rise to such preemptive rights shall include any issuance of authorized but unissued shares, as well as the issuance of any treasury shares held by the Corporation. The price offered to each holder by reason of his preemptive rights shall be no less favorable than the price at which the shares are to be offered to others. Shares which have been offered to shareholders to satisfy their preemptive rights, but which are not purchased by them within thirty (30) days after receipt of a notice from the Corporation stating the price,

terms and conditions upon which the shareholders may exercise their preemptive rights, may be thereafter issued or sold to any other person or persons at a price not less than the price at which they were offered to the shareholders.

8. The initial Board of Directors shall contain one (1) Director whose name and address follow:

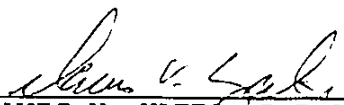
DAVIS V. YATES, D.D.S.
117 Kerneywood
Lakeland, FL 33803

9. The name and address of the incorporator is:

DAVIS V. YATES, D.D.S.
117 Kerneywood
Lakeland, FL 33803

This Corporation shall enjoy and be subject to such benefits, privileges and immunities and such restrictions, liabilities and obligations as are provided with respect to corporations for profit generally by the laws of the land and which are held applicable to corporations for profit organized under the Florida Professional Service Corporation and Limited Liability Company Act.

EXECUTED This 26th day of February, 1997.



DAVIS V. YATES, D.D.S.
INCORPORATOR

STATE OF FLORIDA)

COUNTY OF POLK)

The foregoing instrument was acknowledged before me this
26th day of February, 1997, by DAVIS V. YATES, D.D.S.,

☒ who is personally known to me, OR

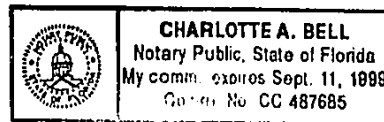
☐ who has produced _____ as identification.

Charlotte A. Bell
Signature of Notary Public

CHARLOTTE A. BELL
Typed/Printed Name of Notary Public
NOTARY PUBLIC

Serial Number (if any)

My commission expires: _____



Acceptance of Designation as Registered Agent

The undersigned hereby accepts designation as Registered Agent of DRS. YATES AND CROSBY, P.A., and acknowledges that the undersigned is familiar with and accepts the obligations provided for registered agents by the Florida Statutes, this 26th day of February, 1997.

Davis V. Yates
DAVIS V. YATES, D.D.S.