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CUMMINS & WANSHEL

ATTORNEYS AND COUNSELLORS AT LAW

9555 NO. KENDALL DRIVE

SUITE 202

MIAMI, FLORIDA 33176

JEFFREY DREW CUMMINS, ESQ.

LAURENCE A. WANSHEL, ESQ.

November 1, 1996

TELEPHONE (305) 595-3310

FACSIMILE - (305) 595-0198

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100002112731--0  
-03/13/97--01085--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **Articles of Incorporation for  
Lander Management, Inc.**

To Whom to May Concern:

Enclosed please find an original and one copy of the above mentioned Articles of Incorporation for Lander Management, Inc. along with Cummins & Wanshel Trust Account check in the sum of \$122.50 representing the filing fee for the above corporation. Please return a certified copy to the undersigned. If any further information is necessary, please do not hesitate to contact me.

Very truly yours,

*Laurence A. Wanshel*

LAURENCE A. WANSHEL

LAW:cl  
Enclosures

FILED  
97 MAR 10 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*11/14/96*

~~308, 109, 671~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 14, 1996

LAURENCE A. WANSHEL, ESQUIRE  
CUMMINS & WANSHEL  
9555 N KENDALL DRIVE SUITE 202  
MIAMI, FL 33176

SUBJECT: LANDER MANAGEMENT, INC.  
Ref. Number: W96000024143

We have received your document for LANDER MANAGEMENT, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

Please sign and return your check, along with a copy of this letter to ensure your check is properly credited.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 896A00051971

## ARTICLES OF INCORPORATION

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

### ARTICLE I

The name of the corporation shall be  
LANDER MANAGEMENT, INC.

### ARTICLE II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. Manage assets and operations of dental clinics or any other lawful business entity or to conduct any other lawful business in the State of Florida.

### ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock at \$1.00 par value.

### ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$500.00

### ARTICLE V

The existence of this corporation shall be perpetual.

### ARTICLE VI

The principal office of this corporation shall be located at 1901 S. Federal Highway, Boynton Beach, Florida 33435

### ARTICLE VII

The Board of Directors of this corporation shall consist of not less than (1) nor more than (3) members.

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97 MAR 10 PM 3:54  
STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VIII

The name and address of the first Board of Director, who shall, subject to these Articles of Incorporation, By-Laws, and the Laws of Florida, hold office for the first year of the corporation's existence, or until his successors have been elected and qualified, is as follows:

Judith Zufi, President/Director  
641 Reinante Avenue  
Coral Gables, Florida 33156

#### ARTICLE IX

The registered agent and the registered office of this corporation is:

Laurence A. Wanshel, Esq.  
9995 North Kendall Drive  
Suite 202  
Miami, Florida 33176

#### ARTICLE X

The name and address of the subscriber of these Articles of Incorporation, and the number of shares of stock he agrees to take, the total aggregate amount of which shall be the sum of \$500.00, the amount of capital with which this corporation shall begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u> (common)	<u>AMOUNT</u>
Judith Zufi	641 Reinante Avenue Coral Gables, FL 33156	500	\$1.00 per share (par)

#### ARTICLE XI

The officer of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

Judith Zufi

President/Director

#### ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder,

or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such person to fill the offices of: PRESIDENT and VICE PRESIDENT and such other offices as are permitted by the By-Laws of the corporation. The officer shall serve for one year after his election or until his successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

#### ARTICLE XI

##### ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

Laurence A. Wanshel  
LAURENCE A. WANSHEL - REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.

Judith Zufi  
JUDITH ZUFI - PRESIDENT

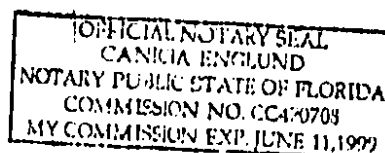
Judith Zufi  
JUDITH ZUFI - DIRECTOR

STATE OF FLORIDA)  
COUNTY OF DADE)

1st The foregoing instrument was acknowledged before me this day of November, 1996, by Judith Zufi who is personally known to me or who produced \_\_\_\_\_ as identification.

Canicia Englund  
NOTARY PUBLIC, State of Florida Canicia Englund

My Commission Expires:



ARTICLES OF INCORPORATION  
OF  
PRIME CONNECTION, INC.

FILED  
97 MAR -3 AM 4:52  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name of this Corporation is: PRIME CONNECTION, INC., and the principal place of business and mailing address of this Corporation shall be 2020 20th Lane, Palm Beach Gardens, FL 33418..

ARTICLE II - Commencement and Duration

This Corporation shall commence on the date of filing of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Stock

The aggregate number of share which this Corporation shall have authority to issue is 7,500 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

ARTICLE V - Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI - Shareholder Rights

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

#### ARTICLE VII - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 2020 20th Lane, Palm Beach Gardens, FL 33418, and the name of its initial registered agent at that address is James McVay, III.

#### ARTICLE VIII - Incorporators

The names and address of the incorporators are:

<u>Name</u>	<u>Address</u>
JAMES MCVAY, III	2020 20th Lane Palm Beach Gardens, FL 33418

#### ARTICLE IX

##### Common Directors - Transactions Between Corporations

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contractor transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or © the contract is fair and reasonable to the Corporation.

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

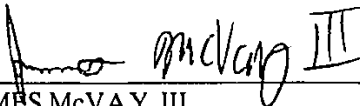
ARTICLE X - By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE XI - Indemnification

Subject to the qualifications contained in Section 60.0850, Florida Statutes, the Corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation.

DATED this 07 day of February, 1997.

  
\_\_\_\_\_  
JAMES McVAY, III  
Incorporator



CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED


The following is submitted pursuant to 48.091(1) and 607.0501, Florida Statutes:

PRIME CONNECTION, INC., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at 2020 20th Lane, Palm Beach Gardens, FL 33418, has named JAMES McVAY, III located at 2020 20th Lane, Palm Beach Gardens, FL 334118, as its initial Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its Registered Agent.

DATED this 27 day of February, 1997.

  
\_\_\_\_\_  
JAMES McVAY III

c corporate:mcvay article inc

**FILED**  
97 MAR -3 AM 4:52  
TALLAHASSEE FLORIDA