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LAW OFFICES

PAUL M. BLOOMGARDEN, P. A.

SUITE 100A

8551 WEST SUNRISE BOULEVARD  
FORT LAUDERDALE, FLORIDA 33322

PAUL M. BLOOMGARDEN  
ALSO MEMBER NEW YORK BAR  
SETH KIMMEL

(954) 370-2222  
FAX (954) 370-2211

March 13, 1997

Secretary of State  
Corporate Division  
P.O. Box 6327  
The Capitol  
Tallahassee, Florida 32314

Re: Mark B. Hellerman, D.D.S., P.A.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	\$ 35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

*Fredda Fierro*

Fredda Fierro, Secretary to  
Paul M. Bloomgarden

PMB:ff

Enc.

cc: Dr. Hellerman

Ltr\97-1371

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-03/17/97--01039--011  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

*Dmc*  
*3/20/97*

*Fredda Fierro gave  
auth by phone to add  
the principal office  
3-21-97*

FILED  
97 MAR 17 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97 MAR 17 PM 3:17

ARTICLES OF INCORPORATION  
OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MARK B. HELLERMAN, D.D.S., P.A.

The undersigned incorporator to these Articles of Incorporation, being duly licensed to practice dentistry under the laws of the State of Florida, adopts these Articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I  
NAME

The name of the professional service corporation is MARK B. HELLERMAN, D.D.S., P.A.

ARTICLE II  
PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of dentistry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE III  
TERM OF EXISTENCE

The professional service corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE IV  
CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V  
REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 4801 S. University Drive, South Tower, Suite 123, Davie, Florida 33328. The name of the /principal

initial registered agent at that address is Mark B. Hellerman.

ARTICLE VI  
BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of 1 member. The name and address of the member of the first Board of Directors is:

Mark B. Hellerman  
4801 S. University Drive  
South Tower, Suite 123  
Davie, FL 33328

ARTICLE VII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Mark B. Hellerman  
4801 S. University Drive  
South Tower, Suite 123  
Davie, FL 33328

ARTICLE VIII  
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the State of Florida, that shareholder's shares of stock shall immediately become subject to purchase by the

professional service corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE IX  
AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 12th day of March, 1997.

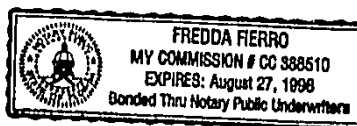
  
MARK B. HELLERMAN, Incorporator

STATE OF FLORIDA       )  
                                  ss  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK B. HELLERMAN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of March, 1997.

  
NOTARY PUBLIC

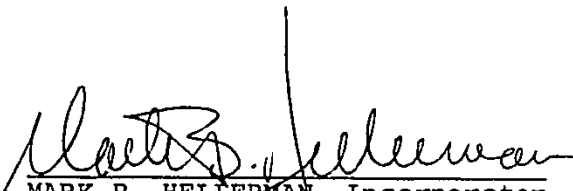


DESIGNATION OF REGISTERED AGENT  
FOR  
MARK B. HELLERMAN, D.D.S., P.A.

FILED  
97 MAR 17 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, MARK B. HELLERMAN, D.D.S., P.A. desiring to organize and qualify under the laws of the State of Florida, hereby names Mark B. Hellerman located at 4801 S. University Drive, South Tower, Suite 123, Davie, Florida 33328 as its agent to accept service of process within Florida.

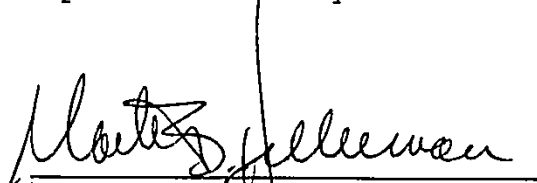
DATED: March 12, 1997

  
MARK B. HELLERMAN, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named professional service corporation, at the place designated in this Certificate, I hereby 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: March 12, 1997

  
MARK B. HELLERMAN  
Registered Agent