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LAW OFFICES  
RAYMOND E. THOMPSON

120 NORTH WEST THIRD AVENUE  
OCALA, FLORIDA 34475-8817

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May 7, 1997

Secretary of State  
State of Florida  
The Capitol  
Tallahassee, FL 32304

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-05/12/97--01156--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: J. "RUSTY" WADSWORTH, JR., D.M.D., P.A.

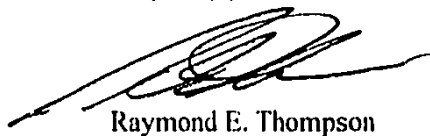
Gentlemen:

With reference to the above captioned, I enclose herewith Articles of Incorporation of the above named corporation, along with this firm's Trust Account check in the amount of \$122.50, representing the following fees:

- |    |                     |          |
|----|---------------------|----------|
| 1. | Filing fee-----     | \$ 35.00 |
| 2. | Certified copy----- | \$ 52.50 |
| 3. | Registered Agent    |          |
|    | Designation-----    | \$ 35.00 |
|    |                     | \$122.50 |

If you find the enclosed Articles of Incorporation in order, please issue same and forward same to the undersigned in the enclosed self-addressed stamped envelope. As in the past, your cooperation is sincerely appreciated.

Very truly yours,

  
Raymond E. Thompson

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 12 AM 9:54

RET/spw  
Enclosures

D. BROWN MAY 16 1997

**ARTICLES OF INCORPORATION**

**OF**

**J. "RUSTY" WADSWORTH, JR., D.M.D., P.A.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 12 AM 9:54

The undersigned, is duly licensed to practice the profession of dentistry in the State of Florida, desires to form a Professional Corporation pursuant to Florida Statutes, Chapter 621 for the purpose of rendering dentistry services, and adopt the following Articles of Incorporation for such corporation.

**ARTICLE I.**

The name of the corporation is J. "RUSTY" WADSWORTH, JR., D.M.D., P.A.

**ARTICLE II.**

The purpose for which the corporation is formed is to engage in the general practice of dentistry under the license of Joel Russell Wadsworth, License No. DN-0014051.

In connection with the above mentioned purpose, the corporation shall have the power to invest its funds in real property and securities, to acquire, own and dispose of real and personal property, and to do all other acts to the extent permitted under Florida Statute Chapter 621.

**ARTICLE III.**

The total number of shares of capital stock which the corporation shall be authorized to issue is One Hundred (100) shares. Such shares shall be of a single class of common stock, and shall have a par value of ten (\$10.00) Dollar per share.

#### **ARTICLE IV.**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE V.**

The corporation shall have perpetual existence.

#### **ARTICLE VI.**

The initial street address of the corporation's principal office is 3200 Southwest 34<sup>th</sup> Avenue, Suite 401, Ocala, Marion County, Florida 34474.

#### **ARTICLE VII.**

The name and post office address of the incorporator is:

<b>NAME</b>	<b>ADDRESS</b>
JOEL RUSSELL WADSWORTH	5918 Southeast 129 <sup>th</sup> Place Belleview, Florida 34420

#### **ARTICLE VIII.**

The corporation shall be governed by a Board consisting of no less than one (1) and no more than three (3) Directors. Directors shall be shareholders in the corporation and shall be elected by the shareholders.

The number of Directors constituting the initial Board of Directors is one (1), and the name

and post office address of the person who shall serve as Director until his successors are elected and qualified is:

NAME	ADDRESS
JOEL RUSSELL WADSWORTH	5918 Southeast 129 <sup>th</sup> Place Bellevue, Florida 34420

#### **ARTICLE IX.**

The stock of J. "RUSTY" WADSWORTH, JR., D.M.D., P.A. shall be issued only to persons who are licensed to practice dentistry in the State of Florida.

#### **ARTICLE X.**

At all regular and special meetings of the stockholders, each shareholder shall have one (1) vote for each share held by him with respect to any matters to be voted on at any such meeting. Matters coming before the shareholders shall be decided by a vote of not less than fifty (50) percent of the voting power present or represented at any meeting at which a quorum is present, unless otherwise provided by law in these Articles or in the By-Laws.

#### **ARTICLE XI.**

Shares of stock in the corporation may be transferred only to one (1) the corporation, two (2) one or more other shareholders in the corporation, or three (3) a person who is licensed to practice dentistry in the State of Florida. Any sale to a person who is not already a shareholder in the corporation must be approved in advance by vote or written consent of the shareholders and not less than seventy-five (75%) percent of the voting power.

## **ARTICLE XII.**


If, for any reason whatsoever, any shareholder become disqualified to practice dentistry in the State of Florida, or if, as a result of his or her voluntary act, any shareholder becomes limited or restricted in his practice of dentistry in the State of Florida, such shareholder's right to own shares in the corporation shall cease and he or she shall dispose of his or her stock in the manner set forth in the shareholders Agreement, if any, between the stockholders.

## **ARTICLE XIII.**

Each stockholder in the corporation, and each dentist employed by the corporation, shall practice dentistry subject to the authority and powers of the Department of Business and Professional Regulation and the Board of Dentistry of the State of Florida to regulate such practice, and each such person shall at all times remain subject to reprimand or discipline for his or her conduct as a dentist.

## **ARTICLE XIV.**

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the By-Laws.

  
JOEL RUSSELL WADSWORTH

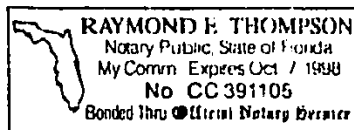
**STATE OF FLORIDA  
COUNTY OF MARION**

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **JOEL RUSSELL WADSWORTH**, personally known to me to be the person who executed the foregoing Articles of Incorporation or who did produce a driver's license as identification and he acknowledged before me that he executed these Articles of Incorporation, and who did take an oath.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 7<sup>th</sup> day of May, 1997.

**NOTARY PUBLIC**

(SEAL)



Sign

Print Raymond E. Thompson

State of Florida

COMMISSION NO: CC 391105

COMMISSION EXPIRES: October 7, 1998

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 12 AM 9:54

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST --THAT J. "RUSTY" WADSWORTH, JR., D.M.D., P.A., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT OCALA,, STATE OF FLORIDA, HAS NAMED **JOEL RUSSELL  
WADSWORTH**, LOCATED AT 3200 SOUTHWEST 34<sup>TH</sup> AVENUE, SUITE 401, OCALA,  
FLORIDA 34474, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

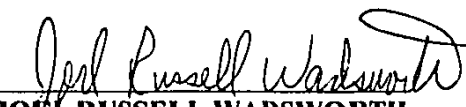
  
**JOEL RUSSELL WADSWORTH**

TITLE: PRESIDENT

DATE: May 7, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED 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.

SIGNATURE

  
**JOEL RUSSELL WADSWORTH**  
(REGISTERED AGENT)

DATE: May 7, 1997