

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

197000052365

*Suellen Rodeffer &
DAVID TOD CARVER, DDS.
P.A.*

RECEIVED

97 JUN 13 AM 9:50

DIVISION OF CORPORATION

Signature

[Signature] *6/13*

Requested by

DR *6/13* *9:20*

Name

Date

Time

Walk-In

Will Pick Up

700002211187--9
-06/13/97--01006--025
****122.50 ****122.50

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Name Reservation

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC-1 or A File

UCC-11 Search

UCC-11 Retrieval

Counter

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 13 AM 10:16

FILED

ARTICLES OF INCORPORATION

OF

SUELLEN RODEFFER & DAVID TOD GARNER, D.D.S., P.A.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Professional Services Corporation and Limited Liability Company Act, and who is licensed or otherwise legally authorized to practice the profession of dentistry in the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SUELLEN RODEFFER & DAVID TOD GARNER, D.D.S., P.A.

ARTICLE II

The corporation shall have the power to engage in the practice of dentistry as a professional services corporation and in any other lawful activity for which corporations may be organized under the Florida Professional Services Corporation and Limited Liability Company Act and the Florida Business Corporation Act. The professional services of this corporation shall be carried out only through officers, employees and agents, each of whom is duly authorized to practice dentistry in the State of Florida.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 500 shares. All such shares shall be of a single class, designated as common, and shall have a par value of \$1.00 per share.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any

FILED
97 JUN 13 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Professional Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Professional Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and addresses are as follows:

David Tod Garner
5205 Leeward Cove Drive
Fernandina Beach, FL 32034

Suellen Rodeffer Garner
5205 Leeward Cove Drive
Fernandina Beach, FL 32034

ARTICLE IX

The initial registered agent of the corporation is WESLEY R. POOLE. The street address of the corporation's initial registered office is 303 Centre Street, Suite 200, Fernandina Beach, FL 32034.

ARTICLE X

The principal place of business and mailing address of this corporation shall be: 2363 Dunn Avenue, Jacksonville, Florida 32218.

ARTICLE XI

The name and address of the incorporator to these Articles of Incorporation is Suellen Rodeffer, D.D.S., 5205 Leeward Cove, Fernandina Beach, FL 32034.

The undersigned incorporator has executed these Articles of Incorporation this 12th day of June, 1997.

Suellen Rodeffer, D.D.S.
SUELLEN RODEFFER, D.D.S.
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
SUELLEN RODEFFER & DAVID TOD GARNER, D.D.S., P.A.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: 6/12/97

Wesley R. Poole
Wesley R. Poole
303 Centre Street, Suite 200
Fernandina Beach, FL 32034

FILED
JUN 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA