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June 27, 1997

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

RE: PENSACOLA FAMILY DENTAL ASSOCIATES, P.A.
Our File No. D1013-003

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-07/02/97--01034--010
****122.50 ****122.50

Dear Sir or Madam:

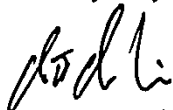
Enclosed herewith please find the following pertaining to the formation of the above-described corporation:

- A. Original executed Articles of Incorporation;
- B. Copy of executed Articles of Incorporation; and
- C. Check in the amount of \$122.50.

After the original Articles of Incorporation have been filed, it would be appreciated if you would return the copy to us, indicating certification.

Please call should you have any questions.

Yours very truly,


Matt E. Dannheisser
For the Firm

MED/lg
Enclosures

AL JUL -3 1997

FILED
97 JUL -2 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PENSACOLA FAMILY DENTAL ASSOCIATES, P.A.
A PROFESSIONAL CORPORATION**

FILED
97 JUL -2 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who is duly licensed to practice dentistry in the State of Florida, desires to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and the Professional Service Corporation Act, and adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be PENSACOLA FAMILY DENTAL ASSOCIATES, P.A.

ARTICLE II. PURPOSE

The purpose for which the corporation is organized is to engage in the profession of dentistry.

ARTICLE III. TERM OF EXISTENCE

The term of existence of the corporation is perpetual.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 14 West Jordan Street, Suite 2-G, Pensacola, Florida, 32501.

ARTICLE V. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 7,500 shares of common stock having \$1.00 par value. The stock of the corporation shall be issued only to, and may be transferred only to, persons who are duly licensed to practice dentistry in the State of Florida.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The address of the initial registered office of the corporation shall be 14 West Jordan Street, Suite 2-G, Pensacola, Florida, 32501, and the initial registered agent at such address will be Bertram V. Dannheisser, Jr. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Bertram V. Dannheisser, Jr., 14 West Jordan Street, Suite 2-G, Pensacola, Florida, 32501.

ARTICLE VIII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Name

Address

Bertram V. Dannheisser, Jr.

14 West Jordan Street, Suite 2-G
Pensacola, Florida 32501

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with, the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the

corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The corporation shall not however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority vote at a meeting or by a written instrument signed by a majority vote of all of the directors, that the officer, director or employee:

- (a) Was not grossly negligent in his or her duty to the corporation, nor guilty of intentional misconduct in the performance of his or her duties to the corporation;
- (b) Acted in good faith in what he or she reasonably believed to be in the best interests of the corporation; and
- (c) In any matter subject to criminal action, suit or proceeding, had reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

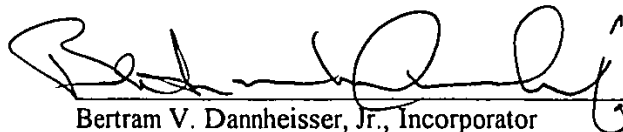
Any officer, director, or employee who is entitled to indemnification from the corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the corporation). If the Board of Directors does not within ninety (90) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or employee may, within one hundred

twenty (120) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b) and (c) of the above paragraph. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE X. AMENDMENT

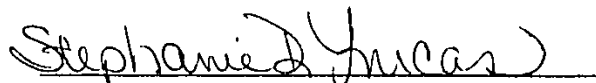
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation this 27th day of ~~May~~, 1997.
June


Bertram V. Dannheisser, Jr., Incorporator

STATE OF FLORIDA :
COUNTY OF ESCAMBIA:

SWORN TO AND SUBSCRIBED before me this 27th day of ~~May~~ June, 1997, by BERTRAM V. DANNHEISSER, JR., who is personally known to me.


Notary Public

[NOTARY SEAL]



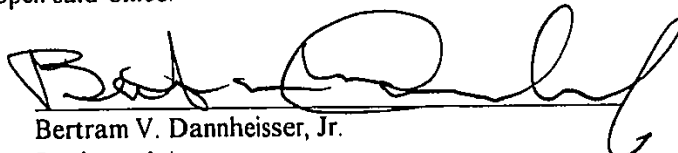
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

PENSACOLA FAMILY DENTAL ASSOCIATES, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 14 West Jordan Street, Suite 2-G, Pensacola, Florida, 32501, with Bertram V. Dannheisser, Jr. as its agent to accept service of process within this State whose address is 14 West Jordan Street, Suite 2-G, Pensacola, Florida, 32501.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Bertram V. Dannheisser, Jr.
Registered Agent

DATED this the 27th day of June, 1997.

FILED
97 JUL -2 PM 1:05
STATE
OFFICE OF THE
CLERK OF THE
COURT
PENSACOLA, FLORIDA