

P97000064098

Greenberg

Requestor's Name

Address

Michelle 425-8526

City/State/Zip

Phone #

300002246243--3

-07/24/97--01004--023

****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pedram Behnia, D.M.D., P.A.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

FILED
97 JUL 24 PM 12:05
CLERK OF STATE
TALLAHASSEE FLORIDA

☒ Walk in ☒ Pick up time call when ready ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 JUL 24 AM 10:22
CLERK OF STATE
TALLAHASSEE FLORIDA

Call When Ready
425-8526

**ARTICLES OF INCORPORATION
OF
PEDRAM BEHNIA, D.M.D., P.A.**

FILED
97 JUL 24 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a professional service corporation under the Florida Business Corporation Act and the Florida Professional Service Corporation and Limited Liability Company Act (collectively the "Acts"), hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Pedram Behnia, D.M.D., P.A.

ARTICLE II

The general purpose for which the Corporation is organized is to engage in every aspect of the practice of dentistry. The professional services involved in the Corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice dentistry in the State of Florida.

The Corporation shall not engage in any business other than the practice of dentistry. However, the Corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, may own real and personal property necessary for the rendering of the professional services authorized hereby, and may engage in any other business authorized by the Acts, as amended.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall produce proof of proper license of dentistry. Each 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

The corporation elects to have preemptive rights. Accordingly, each holder of common shares shall have the preemptive right to subscribe for and purchase their proportionate share of additional common stock upon its issuance and sale for cash or otherwise by the corporation.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Acts 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 Acts.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The Florida Professional Service Corporation and Limited Liability Company Act sections of the Florida Business Corporation Act (Chapter 621, Florida Statutes) shall apply to this corporation.

ARTICLE IX

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

ARTICLE X

The number of directors of the corporation shall be fixed by the Bylaws of the corporation.

ARTICLE XI

The initial registered agent of the corporation is Pedram Behnia, D.M.D. The street address of the corporation's initial registered office is: 2427 Madan Trail, Winter Park, FL 32789.

ARTICLE XII


The principal place of business and mailing address of this corporation shall be:

5155 John Young Parkway
Orlando, FL 32839

ARTICLE XIII

The name of the incorporator to these Article of Incorporation is JOSEPH J. JEBAILEY, Esq. The address of the incorporator to these Article of Incorporation is: 111 North Orange Avenue, Orlando, FL 32801.

The undersigned, incorporator has executed these Articles of Incorporation this 22nd day of July, 1997.


JOSEPH J. JEBAILEY, Incorporator

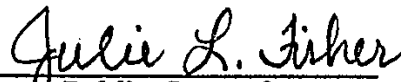
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 22 day of July, 1997, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JOSEPH J. JEBAILEY, to me well known and known to me to be the individual described in or who has produced as identification and who executed the foregoing instrument as Incorporator of PEDRAM BEHNIA, D.M.D., P.A., and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.



JULIE L. FISHER
My Commission CC569806
Expires Jul. 16, 2000


Notary Public, State of
Florida at Large
Print Name: Julie L. Fisher
My commission Expires:

July 16, 2000

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for PEDRAM BEHNIA, D.M.D., P.A., at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations as registered agent for said Corporation.

Dated this 22nd day of July, 1997.

Pedram Behnia
PEDRAM BEHNIA
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 22 day of July, 1997, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, PEDRAM BEHNIA, to me well known and known to me to be the individual described in or who has produced as identification FL DR # B 500 060 68 46 and who executed the foregoing instrument as Incorporator of PEDRAM BEHNIA, D.M.D., P.A., and acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year last above written.



JULIE L. FISHER
My Commission CC509308
Expires Jul. 16, 2000

Julie L. Fisher
Notary Public, State of
Florida at Large
Print Name: Julie L. Fisher
My commission Expires:

July 16, 2000

ORLANDO/JEBAILEYJ/18342/#55011.DOC/7/21/97

FILED
97 JUL 24 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA