

P97000077973



THE UNITED STATES
CORPORATION
COMPANY

RECEIVED

97 SEP -9 AM 11:38

ACCOUNT NO. 100000032
DIVISION OF CORPORATIONS

REFERENCE : 522828 4311473

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 122.50

ORDER DATE : September 9, 1997

ORDER TIME : 10:36 AM

ORDER NO. : 522828-005

CUSTOMER NO: 4311473

CUSTOMER: Ms. Louise J. Allen
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

800002288408--6

DOMESTIC FILING

NAME: JOHN M. CRABILL, D.D.S., P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS: _____

FILED
97 SEP 19 PM 2:18
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHN M. CRABILL, D.D.S., P.A.

FILED
97 SEP -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is JOHN M. CRABILL, D.D.S., P.A.

ARTICLE II

ADDRESS

The street address of the initial principal office and the mailing address of the corporation is:

550 Biltmore Way
Suite 760
Coral Gables, Florida 33134

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation shall be to engage in every aspect of the profession of dentistry. The professional services in the corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed dentists in the State of Florida.

The corporation shall not engage in any business other than the profession of dentistry; however, the corporation may invest its funds in real estate, mortgages, stocks, bonds or

other types of investments and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV
CAPITAL STOCK

The maximum number of stock that the corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of One Cent (\$0.01) par value per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 150 West Flagler Street, Suite 2200, Miami, Florida 33130 and the name of the initial registered agent of this corporation at that address shall be Stuart D. Ames.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1) or more than three (3). The name and address of the initial Director is as follows:

John M. Crabill, D.D.S.
550 Biltmore Way
Suite 760
Coral Gables, FL 33134

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator are as follows:

Stuart D. Ames
Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
150 West Flagler Street
Miami, Florida 33130

ARTICLE VIII

LIMITATION ON OWNERSHIP OF SHARES

The stock of this corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed dentists in the State of Florida, and who are employees, officers, or agents of this corporation.

ARTICLE IX

RESTRICTION ON TRANSFER OF SHARES

No stockholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then a duly authorized and licensed dentist in the State of Florida.

This corporation's Board of Directors is specifically authorized from time to time to adopt Bylaws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE X

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, Florida Statutes Chapter 607, as modified by the Florida Professional Service Corporation and Limited Liability Company Act, Florida Statutes Chapter 621.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

The right to amend, alter, change or repeal any provision contained in the Articles of Incorporation or any amendments hereto is expressly reserved by the corporation and any and all rights conferred on shareholders herein are granted subject to this reservation. The shareholders shall have the power to amend, alter, change or repeal these Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding common stock. The power to adopt, amend, alter, change or repeal Bylaws shall be vested in the Board of Directors and the shareholders of this corporation as provided by law and in the Bylaws.

ARTICLE XII

INDEMNIFICATION

This corporation shall indemnify any and all of its officers, directors, employees or agents, or any former officers, directors, employees or agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation dated Sept. 8, 1997.



STUART D. AMES

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


STUART D. AMES, Registered Agent

I:\W-CO\35003\000\art-inc.2

FILED
97 SEP -9 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA