

P97000089714



THE UNITED STATES
CORPORATION
COMPANY

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97 OCT 16 PM 1:30

ACCOUNT NO.: 072100000032

REFERENCE: 567251 4303929

AUTHORIZATION:

COST LIMIT: \$ 122.50

ORDER DATE: October 16, 1997

ORDER TIME: 11:32 AM

ORDER NO.: 567251-005

CUSTOMER NO: 4303929

000002322130--2

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: DENTAL CARE ALLIANCE OF
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

TALLAHASSEE, FLORIDA

97 OCT 16 PM 2:59

PM 1:30

W97-23661

SN OCT 17 1997

3 4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 16, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: DENTAL CARE ALLIANCE OF FLORIDA, INC.
Ref. Number: W97000023661

RESUBMIT

Please give original
to Division of Corporations

We have received your document for DENTAL CARE ALLIANCE OF FLORIDA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00050665

Per doc, same parties are involved so name is allowed.

RECEIVED
DIVISION OF CORPORATIONS
OCT 17 AM 10:50

ARTICLES OF INCORPORATION
OF
DENTAL CARE ALLIANCE OF FLORIDA, INC.

FILED
97 OCT 16 PM 2:59
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is DENTAL CARE ALLIANCE OF FLORIDA, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1343 Main Street, 7th Floor, Sarasota, Florida 34236.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the

name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Steven R. Matzkin, D.D.S.
1343 Main Street, 7th Floor
Sarasota, Florida 34236

ARTICLE VII

The name of the Incorporator is Ana C. Peralta and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16 day of October, 1997.

A. C. Peralta
Ana C. Peralta, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of DENTAL CARE ALLIANCE OF FLORIDA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Karen Rozar
Karen Rozar, as Agent for Registered Agent

Dated: October ____, 1997

FILED
91 OCT 16 PM 2:59
TALLAHASSEE
FLORIDA