

CAPITAL CONNECTION, INC.

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

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97 OCT 29 AM 11:33

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*Ferdinand Orthodontic
Associates, P.A.*

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EFFECTIVE DATE
10-30-97

- 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 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: *Cher* 10-29 946
Name Date Time

Walk-In _____ Will Pick Up _____

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ARTICLES OF INCORPORATION

OF

FERDINAND ORTHODONTIC ASSOCIATES, P.A.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE 1

NAME

EFFECTIVE DATE

10-30-97

The name of the Corporation shall be **FERDINAND ORTHODONTIC ASSOCIATES, P.A.**

ARTICLE 2

PURPOSE

The purpose for which the corporation is organized shall be to engage in the practice of orthodontic medicine within the State of Florida pursuant to the relevant provisions of the Florida Statutes and the Florida Administrative Code governing such practice. The corporation shall have the power to take any actions which are permitted within the corporation code of the State of Florida to the extent that such actions are necessary or desirable to be taken by the corporation in the course of its practice of orthodontic medicine.

ARTICLE 3

PROFESSIONAL SERVICES

The professional services of the corporation shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized to practice orthodontic medicine within the State of Florida. Professional services shall be rendered in each case by the officer, employee or agent designated solely by this corporation, acting through its duly elected officers. This provision shall not be applicable to the extent it is in conflict with the law or the

professional rules of the practice of orthodontic medicine. All of the shareholders of the corporation and persons who serve as directors and officers of the corporation shall be duly licensed and in good standing under relevant statutes and regulations to pursue the practice of orthodontic medicine. The transfer of shares of the corporation shall be limited to the extent required by Chapter 621, Florida Statutes, so that only persons who are qualified to own shares in the corporation shall be permitted to acquire such shares.

**ARTICLE 4
STOCK**

The maximum number of shares of stock which may be issued by this Corporation is ten thousand (10,000) shares of common stock, par value \$.01 per share.

**ARTICLE 5
PREEMPTIVE RIGHTS**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury share; provided, however, each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of same class then outstanding.

**ARTICLE 6
EXISTENCE**

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE 7
ADDRESS**

The mailing and street address of the principal office of this Corporation shall be 2001 Mercy Drive, Suite 200, Orlando, Florida 32808.

**ARTICLE 8
DIRECTORS**

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the Bylaws of the Corporation. The Corporation shall have two (2) Directors initially.

**ARTICLE 9
INITIAL BOARD OF DIRECTORS**

The name and street address of the first Board of Directors of this Corporation who shall hold office until his successors are elected and qualified shall be:

Robert L. Ferdinand
2001 Mercy Drive, Suite 200
Orlando, Florida 32808

James V. Ferdinand
2001 Mercy Drive, Suite 200
Orlando, Florida 32808.

**ARTICLE 10
OFFICERS**

The officers of the Corporation shall be elected by the Board of Directors of the Corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the Bylaws.

ARTICLE 11 POWERS

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

A. The Corporation shall have the power, if the Bylaws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

B. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the Corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws of the Corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the Bylaws of this Corporation consistent therewith.

C. The number of Directors of this Corporation shall be fixed from time to time by the Bylaws, subject to any limitation imposed by the Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority then in office, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

D. The Corporation in its Bylaws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

E. It shall not be necessary for any officer of the Corporation to be a Director, or for any officer to be a stockholder.

F. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the Corporation, and the date of such meeting may be changed from time to time as the Bylaws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the Bylaws.

G. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Article IV shall require a majority approval of all issued shares of common stock,

voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE 12
INDEMNIFICATION

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE 13
INTERESTED PARTIES

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any Director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this Corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

ARTICLE 14
REGISTERED AGENT

The registered agent shall be Scott D. Clark, and the registered office address the above-named registered agent shall occupy is located at 369 N. New York Avenue, Third Floor, Winter Park, Florida 32789.

ARTICLE 15
CORPORATE EXISTENCE

The date of corporate existence shall be October 30, 1997, provided these Articles are filed with the Department of State within five (5) business days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

ARTICLE 16
INCORPORATOR

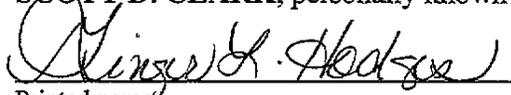
The name and street address of the incorporator of these Articles of Incorporation is Scott D. Clark, 369 N. New York Avenue, Third Floor, Winter Park, Florida 32789.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28th day of October, 1997.



Scott D. Clark,
Incorporator

SWORN TO AND SUBSCRIBED before me this 28th day of October, 1997, by **SCOTT D. CLARK**, personally known to me or who has produced N/A as identification.



Printed name:
Notary Public - State of Florida at Large
Commission Number:
My Commission expires:



Ginger L. Hodges
MY COMMISSION # GC570009 EXPIRES
August 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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In pursuance of FLA. STAT. 48.091, the following is submitted, in compliance with said Act:

That **Ferdinand Orthodontic 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 has named Scott D. Clark, located at 369 N. New York Avenue, Third Floor, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within this state.

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 provision of said Act relative to keeping open said office.

DATED: October 28, 1997



Scott D. Clark