

**Thomas E. Gerrity, P.A.**

*Attorney at Law*

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Sarasota, Florida 34236  
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October 31 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

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-11/03/97--01166--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: COMFORTABLE CARE DENTAL GROUP, INC.

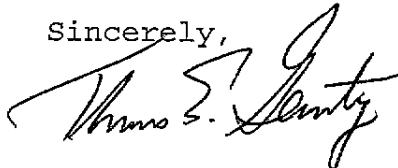
Dear Sir:

Please find enclosed an original of the "Articles of Incorporation" of the above captioned corporation, together with a check in the amount of \$70 to cover the filing.

I would appreciate your advising the date of filing for this corporation at the address above.

Thank you for your cooperation.

Sincerely,



Thomas E. Gerrity

TEG/klm  
enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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6/11/97

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
COMFORTABLE CARE DENTAL GROUP, INC.

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

COMFORTABLE CARE DENTAL GROUP, INC.

ARTICLE II

GENERAL PURPOSE

This corporation is organized for the purpose operating as a dental practice management company, with the option of transacting any and all lawful business for which corporations may be incorporated under that Florida General Corporation Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having par value of \$1.00 per share.

**ARTICLE IV**

**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$7,500.00.

**ARTICLE V**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**

**TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS**

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting at the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with the

like force and effect as if he or she were not such Director or Officer of such other Corporation or not so interested.

#### ARTICLE VII

##### REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

#### ARTICLE VIII

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE IX

##### TRANSFERABILITY OF SHARES

By stockholders' agreement by-laws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by a retiring, disabled, or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The stockholders of this corporation shall have the

sole power to adopt, amend or repeal by-laws for the management of this corporation.

#### ARTICLE X

##### ADDRESS

The initial street and mailing address of the principal office of this corporation is: 8620 S. Tamiami Trail, Sarasota, FL 34238.

#### ARTICLE XI

##### DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be two (2) initially. The number of directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the Shareholders. In no event shall the number of Directors be less than one (1).

The names and street addresses of the members of the first Board of Directors are:

Alessandro Agazio Giannini, 1512 Caribbean Drive, Sarasota, FL 34231.

George Strickland, 3745 Torrey Pines Blvd., Sarasota FL 34238.

#### ARTICLE XII

##### SUBSCRIBERS

The name and street address of each person signing the Articles of Incorporation as a subscriber is:

Alessandro Agazio Giannini, 1512 Caribbean Drive, Sarasota, FL 34231.

**ARTICLE XIII**

**DATE CORPORATE EXISTENCE COMMENCES**

The date when corporate existence for this corporation shall begin shall be on the date the Articles are filed by the Offices of the Secretary of State for the State of Florida.

**ARTICLE XIV**

**REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows: F. Michael Mosca, 100 Wallace Avenue, Suite 240, Sarasota, FL 34237.

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

**ARTICLE XV**

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, an individual resident of the State of Florida, whose business is identical with the Registered Office of this Corporation, does hereby accept appointment as Registered Agent for this Corporation, and agrees to accept service of process within this State.

  
\_\_\_\_\_  
F. MICHAEL MOSCA

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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ARTICLE XVI

BY-LAWS

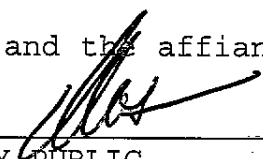
The power to adopt, alter, amend or repeal by-laws shall be vested in and is hereby reserved to the shareholders. By-laws shall be adopted, altered, amended, or repealed as provided therein.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 30 day of October, 1997.


  
ALESSANDRO AGAZIO GIANNINI

STATE OF FLORIDA )  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 30 day of October, 1997, and the affiant is personally known to me.

  
NOTARY PUBLIC

FELIX MOSCA  
Printed Name

My Commission Expires  
 NOTARY PUBLIC  
STATE OF FLORIDA  
FELIX MICHAEL MOSCA  
My Commission CC415566  
Expires Oct. 23, 1998  
Bonded by HAI  
800-422-1555