

Thomas E. Gerrity, P.A.

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Sarasota, Florida 34236
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P97000096692

November 4, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 10 AM 10:00

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

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-11/12/97--01070--003
*****70.00 *****70.00

Re: STRICKLAND AND GIANNINI - OAKS CENTER - P. A.

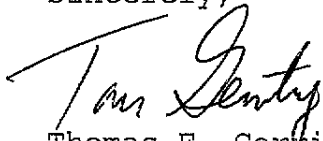
Dear Sir:

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 fee.

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

EP
11-13-97

ARTICLES OF INCORPORATION

OF

STRICKLAND AND GIANNINI - OAKS CENTER - P. A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit under the professional services corporation laws and other laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

STRICKLAND AND GIANNINI - OAKS CENTER - P. A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

a) To engage in every phase and aspect of rendering to the public the same professional services a duly licensed person under the laws of the State of Florida is authorized to render, but such professional service shall be rendered only through its officers, employees and agents who are duly licensed to practice dentistry in the State of Florida.

b) To invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of professional services.

c) To do anything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the furtherance of the purposes or objectives of the corporation.

The paragraphs of this Article shall be construed as both objectives and purposes of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

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 \$2,000.00

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-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

SHAREHOLDERS, LIMITATIONS

Only persons who are licensed dentists in the state of Florida may be shareholders in this corporation. No shareholder may sell or otherwise transfer his stock herein except to a person who is eligible to be a shareholder in this corporation. No shareholder shall enter into a voting trust agreement or any other agreement which vests in another person the authority to exercise the voting power of any or all of its stock.

ARTICLE XIV

OFFICERS AND DIRECTORS, LIMITATIONS

No person shall serve as a director of this corporation except a dentist licensed to practice dentistry in the state of Florida.

No person shall be elected or shall serve as an executive officer of this corporation except a shareholder of this corporation.

ARTICLE XV

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 XVI

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 XVII

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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


F. MICHAEL MOSCA

ARTICLE XVIII

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 10 AM 10:00


ALESSANDRO AGAZIO GIANNINI, D.D.S.

A circular notary seal for the State of Florida. The outer ring contains the text "NOTARY PUBLIC" at the top and "STATE OF FLORIDA" at the bottom. The center features an eagle with spread wings, perched on a shield with vertical stripes, and a sunburst above its head. Two five-pointed stars are positioned on either side of the eagle.

FELIX MICHAEL MOSCA
My Commission CC415586
Expires Oct. 23, 1998
Bonded by HAI
800-422-1555