



GENERAL
BUSINESS
SERVICES

10274 Osprey Trace • West Palm Beach, FL 33412 • (561) 691-0208 • FAX (561) 691-5751

MICHAEL J. FAIRCLOUGH, FCA

D98000000885

December 30th 1997

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

300002388103--7
-01/02/98--01023--005
****122.50 ****122.50

Re: Susan N. Park, D.M.D., P.A.

EFFECTIVE DATE
1-1-98

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent with reference to the above captioned Corporation.

Also enclosed is a check made payable to the order of the Secretary of State in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy of Charter	\$52.50
Resident Agent Fee	<u>\$35.00</u>
Total	<u>\$122.50</u>

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention in this matter.

Very truly yours,

M. J. Fairclough

Michael J. Fairclough, F.C.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 AM 10:30

DEPOSED JAN - 6 1998

EFFECTIVE DATE
1-1-98

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 AM 10:30

The undersigned, as a proper person acting as the incorporator of a corporation under the laws of the state of FLORIDA, adopt the following articles of incorporation:

FIRST The name of the corporation is:
 Susan N. Park, D.M.D., P.A.

SECOND The Corporation shall have perpetual existence.

THIRD The purpose of the corporation is:
 1. To conduct the business of dentistry.

 2. For the general purpose of investing in for profit in all kinds of real or personal property, including tangible and intangible, mixed or otherwise. To enter into other partnership agreements in the capacity of a general partner or limited partner, to become a member of a joint venture, or to participate in some form of syndication for investment.

 3. To fabricate, assemble, buy, sell, and generally deal in goods and merchandise of every class and description, both real and personal.

 4. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage, and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, by owner, agent, factor, or broker, and to erect dry walls, erect buildings, landscaping, lawn maintenance, and general construction.

 5. To build, construct and alter houses, buildings, and structures of whatsoever kind or nature, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind, and to borrow money thereon by mortgage or otherwise.

 6. To transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on as in connection with an auxiliary foregoing business.

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7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing business.

FOURTH The aggregate number of authorized shares is: One thousand (1,000) Shares. Such shares shall be of single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

FIFTH The Corporate existence shall begin effective January 1st 1998.

SIXTH Cumulative voting of shares of stock is authorized.

SEVENTH The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

EIGHTH Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which are convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is pertinent any warrant or warrants or other investment or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

NINTH Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

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TENTH Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation. The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

ELEVENTH Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

TWELFTH This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

THIRTEENTH The address of the initial registered office of the corporation is 2845 N. Military Trail, Suite 8, West Palm Beach, FL 33409 and the name of its initial registered agent at such address is: Michael J. Fairclough.

FOURTEENTH Address of the principal place of business is 68 Wolcott Drive, N. Fort Myers FL 33093.

FIFTEENTH The number of directors constituting the initial board of directors of the corporation is two, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
<u>Susan N. Park, D.M.D.</u>	<u>68 Wolcott Drive,</u> <u>N. Fort Myers, FL 33093</u>
<u>Armando V. Galella, Jr.</u>	<u>68 Wolcott Drive,</u> <u>N. Fort Myers, FL 33093</u>

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SIXTEENTH The name and address of the incorporator is:

Name	Address
<u>Michael J. Fairclough</u>	<u>2845 N. Military Trail,</u> <u>Suite 8, West Palm Beach, FL 33409</u>

Date December 30, 1997

SEVENTEENTH The incorporator executed these Articles of Incorporation on December 30, 1997.

M. J. Fairclough
Michael J. Fairclough, F.C.A.

State of Florida

County of Palm Beach

I HEREBY CERTIFY that on this 31st day of Dec - 1997, Michael Fairclough personally appeared before me and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.

Leonard M. Strent
Notary Public, State of Florida
My Commission Expires:



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

In pursuance of chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

FIRST: That, Susan N. Park, D.M.D., P.A. desiring to
organize under the laws of the State of Florida with its
principal office as indicated in the Articles of
Incorporation in the City of North Fort Meyers, State of
Florida, has named Michael J. Fairclough located at 2845 N.
Military Trail, Suite 8, West Palm Beach, Florida, as its
Agent to accept service of process for the Corporation
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 provisions of said Act relative to
keeping open said office.

M. J. Fairclough
Michael J. Fairclough F.C.A.