

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) Dental Centers of America, P.A.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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98 JAN 15 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

DENTAL CENTERS OF AMERICA, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscribers to these Articles of Incorporation do hereby associate myself to form a professional service corporation under the laws of the State of Florida, by and under the provisions of Chapter 621, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

DENTAL CENTERS OF AMERICA, P.A.

ARTICLE II

The general purpose for which the corporation is organized is to engage in every aspect of the practice of dentistry. The professional services involved in the corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice dentistry in the State of Florida.

The corporation shall not engage in any business other than the practice of dentistry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property

necessary for the rendering of the professional services authorized hereby.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock at a par value of \$0.01 per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be Five Hundred (\$500.00) Dollars.

ARTICLE V

The duration of this corporation shall be perpetual.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida is 315 S.E. 12th Street, Fort Lauderdale, Florida 33316.

The Board of Directors may, from time to time, move the principal office to any other business in the State of Florida.

ARTICLE VII

This corporation shall have not less than one (1) director initially. The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the stockholders.

ARTICLE VIII

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

<u>NAME</u>	<u>ADDRESS</u>
PETER SOBEL	1490 W. 49 Place Hialeah, FL 33012

ARTICLE IX

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor, the proceeds of which amount to at least Five Hundred (\$500.00) Dollars, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
PETER SOBEL	1490 W. 49 Place Hialeah, FL 33012	500	\$500.00

ARTICLE X

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 a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be made.

ARTICLE XI

1. No one other than an individual who is duly licensed as a dentist under the laws of the State of Florida may own any corporate stock of this corporation, nor may any shareholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or accepts employment that, pursuant to the existing law, places restrictions or limitations upon his continued rendering of such professional services, his employment with and financial interest in this corporation shall cease forthwith except to receive payment for such shares of stock in this corporation as are owned by him, and any other amounts that are lawfully due the shareholder by the corporation.

3. No shareholder of this corporation and no personal representative of a deceased or incompetent shareholder may sell or transfer any of such shareholder's shares of stock in this corporation except to another individual who is duly licensed or otherwise legally authorized within this state to render the same professional service of this corporation.

4. The Board of Directors is specifically authorized from time to time to adopt By-Laws not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of those shares of stock should the shareholders' interest be terminated for any reason.

5. The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (a) a pension plan, (b) a profit sharing plan, (c) a stock bonus plan, (d) a thrift and savings plan, (e) a restricted stock option plan, or (f) other retirement or incentive compensation plans.

ARTICLE XII

The subscribers to these Articles of Incorporation have named **ALAN LIPTON**, located at 315 S.E. 12th Street, Fort Lauderdale, Florida 33316, as its agent to accept process of service within the State of Florida.

ARTICLE XIII

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent not prohibited by law.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares, hereinabove set forth, and hereunto set my hand and seal this 13th day of January, 1998.

Signed, sealed and delivered
in the presence of:

Marlene B Price

PETER SOBEL (SEAL)



STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this 13th day of

January, 1998, by **PETER SOBEL**, who:

☒ is/are personally known to me;

☐ produced a current Driver's License from _____

(State) as identification; or

☐ produced _____ as identification.

Marlene B Price

Notary Public

My Commission Expires:

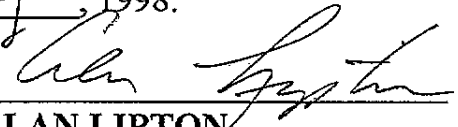


Marlene B Price
My Commission CC699894
Expires December 2, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **DENTAL CENTERS OF AMERICA, P.A.**, at the place designated in the Articles of Incorporation, **ALAN LIPTON**, agrees to act in that capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated this 13 day of January, 1998.


ALAN LIPTON,
Registered Agent

B:AMDental.PA
JLS/dig (Corporations #5)
1/8/98

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98 JAN 15 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA