

9

79800005495

JOSEPH J. SOROTA, JR., P.A.

Attorney and Counselor at Law

*Wills, Trusts & Estate Planning
Corporate and Business Law
Taxation
Probate*

*28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 33761
Telephone (813) 796-1557
Fax (813) 796-2953*

January 9, 1998

*Return to
JL RSTP*

Attn: Corporation Information Products
Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, FL 32301

100002399301--6
-01/14/98-01005-043
****122.50 ****122.50

RE: Articles of Amendment for GERARD KRUEGER, D.D.S., M.S., F.A.C.P., A.A.
Our ref: #KRU03-02

Gentlemen:

Enclosed is an original executed Articles of Amendment for the above-referenced corporation which I would like to have you do a "walk-thru" filing. An additional copy of the executed amendment is also enclosed for return of a certified copy of the same. A check payable to the Department of State in the amount of \$122.50 is also enclosed for the filing fee and certified copy. You may return the original certified articles to this office by regular mail.

Sincerely,

Mrs. Leigh Ann Coston,
Legal Assistant

/lac
Enclosures

RECEIVED
98 JAN 14 AM 9:30
DIVISION OF CORPORATIONS
FILED
98 JAN 16 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a:\epfms\fund.ltr
98ltrs\A:\kru0302 fund ltr.wpd

W98-965

K. Rolfe JAN 14 1998

K. Rolfe JAN 20 1998

JOSEPH J. SOROTA, JR., P.A.

Attorney and Counselor at Law

Wills, Trusts & Estate Planning
Corporate and Business Law
Taxation
Probate

28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 33761
Telephone (813) 796-1557
Fax (813) 796-2953

January 15, 1998

Attn: Barbara
Corporation Information Products
Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, FL 32301

Returned
to
FBI ASAA

RE: Articles of Incorporation for GERARD KRUEGER, D.D.S., M.S., F.A.C.P., P.A.
Our ref: #KRU03-02

Dear Barbara:

In follow up to our phone conversation today, enclosed are two originals of Page 1 of the above-referenced Articles of Incorporation. Please substitute the "new" page 1 for the existing Page 1 in both the original Articles as well as the certifying copy, and proceed to re-file the same.

Sincerely,



Mrs. Leigh Ann Coston,
Legal Assistant

/lac
Enclosures
Federal Express



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 15, 1998

ATTORNEYS' TITLE INSURANCE FUND, INC.
660 E JEFFERSON STREET
STE 200
TALLAHASSEE, FL 32301

SUBJECT: GERARD KRUEGER, D.D.S., M.S., F.A.C.P., P.A.
Ref. Number: W98000000965

We have received your document for GERARD KRUEGER, D.D.S., M.S., F.A.C.P., P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 798A00002190

RECEIVED
98 JAN 16 PM 4:00
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF

GERARD KRUEGER, D.D.S., M.S., F.A.C.P., P.A.

FILED
98 JAN 16 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be GERARD KRUEGER, D.D.S., M.S., F.A.C.P., P.A.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to engage in the practice of dentistry.

ARTICLE III - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

Section 1. The principal office of the Corporation shall be 6740 Crosswinds Drive North, St. Petersburg, Florida 33710.

Section 2. The street address of the initial registered office of the Corporation shall be JOSEPH J. SOROTA, JR., P.A., 28100 U.S. Highway 19 North, Suite 504, Clearwater, Florida 33761.

Section 3. The name of the initial registered agent of the Corporation located at said address shall be JOSEPH J. SOROTA, JR.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be FIVE THOUSAND (5,000) shares of common stock having a par value of ONE AND 00/00 DOLLARS (\$1.00) per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director:

<u>Name</u>	<u>Address</u>
Gerard Krueger, D.D.S., M.S., F.A.C.P.	1110 1 st Street North St. Petersburg, Florida 33701

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE VII - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the

proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Gerard Krueger, D.D.S., M.S., F.A.C.P.	1110 1 st Street North St. Petersburg, Florida 33701

ARTICLE IX - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.


Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all

shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

ARTICLE X - INDEMNIFICATION

Every Director, every officer and the incorporator of the Corporation shall be indemnified by the Corporation to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director, officer or incorporator in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director, officer or incorporator at the time such expenses are incurred.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 21 day of January, 1998.


Gerard Krueger, D.D.S., M.S., F.A.C.P.,
Incorporator

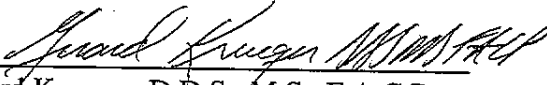
**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: GERARD KRUEGER, D.D.S., M.S., F.A.C.P., P.A.


2. The name and address of the registered agent and office is: Joseph J. Sorota, Jr., Esquire
JOSEPH J. SOROTA, JR., P.A.
28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 33761

Dated this 1st day of January, 1998.


Gerard Krueger, D.D.S., M.S., F.A.C.P.,
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 9th day of January, 1998.


JOSEPH J. SOROTA, JR.,
Registered Agent

FILED
98 JAN 16 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA