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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: EVERYONE LOVES A GENTLE DENTIST, INC.

AUDIT NUMBER.....H98000002071

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 30, 1998

EMPIRE CORPORATE KIT

SUBJECT: EVERYONE LOVES A GENTLE DENTIST, INC.  
REF: W98000002192

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The only acceptable corporate suffixes for professional associations are PROFESSIONAL ASSOCIATION, P.A., and CHARTERED.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

FAX Aud. #: E98000002071  
Letter Number: 498A00005467

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ARTICLES OF INCORPORATION

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OF

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EVERYONE LOVES A GENTLE DENTIST, P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, natural persons, each of whom is licensed and legally authorized to practice dentistry and perform dental services in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

EVERYONE LOVES A GENTLE DENTIST, P.A.

The principal office is located at 99105 Overseas Highway, Key West, Florida, 33036.

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

A. To engage in the practice of dentistry as a medical services corporation, and to carry on services incident thereto.

THIS INSTRUMENT PREPARED BY:

JOHN P. MAAS, ESQUIRE

44 NE 16 Street

Homestead, Florida 33030

FLORIDA BAR NO: 435910

(305) 247-7132

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The practice of medicine is the sole and exclusive professional service to be rendered by this Corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.

C. The professional services of this Corporation shall be carried out only through its officers, employees and agents, each of whom has been duly admitted and are duly authorized to practice medicine in the State of Florida.

D. To engage in any and all acts which are not inconsistent to the preceding paragraphs, which are lawful under the laws of the State of Florida and the United States of America.

#### ARTICLE III

##### DURATION OF CORPORATION

The period of the Corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

#### ARTICLE IV

##### CAPITAL STOCK

The total number of shares of stock which this corporation shall be authorized to issue is One Hundred (100) shares of Common Stock, each share having no par value.

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ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Donald A. Elsman, DDS	99105 Overseas Highway Key West, Florida 33036	100

ARTICLE VII

DIRECTORS

The initial number of Directors of this corporation shall be two (2). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of

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Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office until his successors are elected and qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
DONALD A. ELSMAN, DDS	99105 Overseas Highway Key West, Florida 33036
MELODY ELSMAN	99105 Overseas Highway Key West, Florida 33036

ARTICLE IX

BY-LAWS

The initial Directors shall submit the proposed By-Laws to the Shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of the By-Laws by an affirmative vote of all Shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such By-Laws.

ARTICLE X

DISSOLUTION

The Corporation may be dissolved at any time by the unanimous written consent of the Shareholders of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders, prorata, each

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Shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 44 NE 16 Street, Homestead, Florida, 33030, and the name of the initial registered agent of this corporation at that address is John P. Maas, Esquire.


DATED this 29 day of January, 1998.

  
DONALD A. ELSMAN, DDS

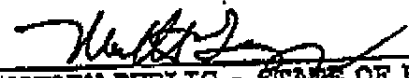
STATE OF FLORIDA )

COUNTY OF MONROE )

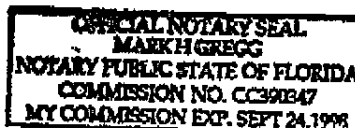
BEFORE ME, the undersigned authority, personally appeared DONALD A. ELSMAN, DDS, to me well known to be the person described or who produced Laurella Elsmann as identification and who acknowledged before me, according to law, that he made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Dade County, State of Florida, this 29th day of January, 1998. 

My Commission Expires:

  
NOTARY PUBLIC - STATE OF FLORIDA  
Print Name: \_\_\_\_\_  
Commission No: \_\_\_\_\_

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:-

FIRST, THAT EVERYONE LOVES A GENTLE DENTIST, P.A. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT KEY WEST, STATE OF FLORIDA, HAS NAMED JOHN P. MAAS, AT 44 NE 16 Street, Homestead, Florida, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature:

*Donald A. Elsmann*

DONALD A. ELSMAN, DDS

Title:

President

Date:

1/29/98

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:

*John P. Maas*

JOHN P. MAAS, ESQUIRE  
RESIDENT AGENT

Date:

1-29-98

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