

LAW OFFICES OF  
**JONATHAN KANE & ASSOCIATES, P.A.**

400 NORTH ANDREWS AVENUE, SUITE 100  
FT. LAUDERDALE, FL 33301-3245

BROWARD (954)523-5123

DADE TO BROWARD (305)545-5123

LAW OFFICES ALSO AT:

16455 N.E. 6TH Ave.  
NORTH MIAMI BEACH, FL 33162  
DADE (305)545-5123

ALL REPLIES TO:

400 NORTH ANDREWS AVENUE  
FT. LAUDERDALE, FL 33301-3245

P98000018121

FAX (954)523-2201

January , 1998

SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 25 AM 10:09

Re: **KANE DENTAL GROUP, P.A.**

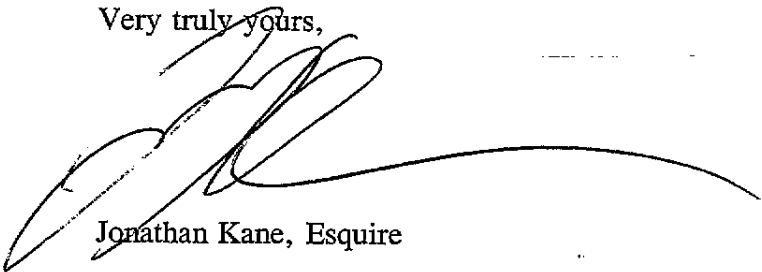
Gentlemen:

Enclosed herewith please find the original and two copies of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of seventy dollars (\$70.00) to cover the costs of filing this corporation.

Please be advised that these individuals presently have a corporation know as Kane Dental Associates, P.A. This new corporation shall be in addition to the existing corporation. If there is any problem with the two co-existing corporations, please do not hesitate to contact the undersigned.

Kindly return a stamped copy to the undersigned.

Very truly yours,



Jonathan Kane, Esquire

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

5/2/25  
W98-2665

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Februaury 16, 1998

SECRETARY OF STATE

Division of Corporations

P.O. Box 6327

Tallahassee, Fl 32314

Re: KANE DENTAL GROUP, P.A.

Gentlemen:

As per your request, enclosed herewith please find the original and two copies of the Articles of Incorporation of the above referenced corporation, together with a check in the amount (\$122.50) to cover the costs of filing this corporation.

Kindly return a stamped copy to the undersigned.

Very truly yours,



Jonathan Kane, Esquire

JK\dp

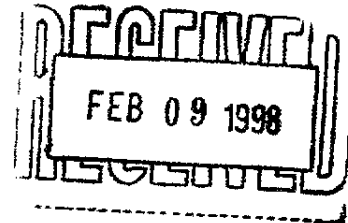


FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 5, 1998

JONATHAN KANE, ESQ.  
400 N. ANDREWS AVE., STE. 100  
FT. LAUDERDALE, FL 33301-3245

SUBJECT: KANE DENTAL GROUP, P.A.  
Ref. Number: W98000002665



We have received your document for KANE DENTAL GROUP, P.A., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 598A00006723

**ARTICLES OF INCORPORATION**

**OF**

**KANE DENTAL GROUP, P.A.**

**ARTICLE I - NAME**

The name of this corporation is **KANE DENTAL GROUP, P.A.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and the State of Florida. Specifically, the practice of dentistry.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 share(s) of common stock with a par value of \$10.00 per share.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 925 Arthur Godfrey

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Road, Suite 302, Miami Beach, Florida, 33140 and the name of the initial registered agent of this corporation, at that address is Dr. Frederick Kane.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two board of director initially. The number of director(s) may be either increased or diminished from time to time by the bylaws. The name and address of the initial directors of this corporation are:

NAME	ADDRESS
FREDERICK KANE	925 ARTHUR GODFREY ROAD SUITE 302 MIAMI BEACH, FL. 33140
JEFFERY KANE	925 ARTHUR GODFREY ROAD SUITE 302 MIAMI BEACH, FL. 33140

#### ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these articles is:

NAME	ADDRESS
FREDERICK KANE	925 ARTHUR GODFREY ROAD SUITE 302 MIAMI BEACH, FL. 33140
JEFFERY KANE	925 ARTHUR GODFREY ROAD SUITE 302 MIAMI BEACH, FL. 33140

## ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

## ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

## ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$1,000.00.

## ARTICLE XIII-MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

## ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## ARTICLE XV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

## ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

## ARTICLE XVII - LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

## ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of the majority of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

## ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

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

ARTICLE XX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation on the \_\_\_\_ day of January, 1998.

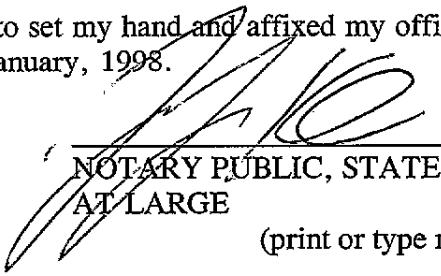
  
FREDERICK KANE  
INCORPORATOR

STATE OF FLORIDA   )  
                          )SS  
COUNTY OF:        )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared Frederick Kane known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed these Articles of Incorporation.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29 day of January, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

(print or type name of notary)

MY COMMISSION EXPIRES: \_\_\_\_\_

\_\_\_\_\_  
Personally known or identification  
produced: Personally Known



JONATHAN KANE  
My Commission CC458269  
Expires May. 02, 1999  
Bonded by HAI  
800-422-1556

STATE OF FLORIDA  
DEPARTMENT OF STATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 25 AM 10:09

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

**KANE DENTAL GROUP P.A.**, a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 925 Arthur Godfrey Road, Suite 302, Miami Beach, Fl. 33140 has named Frederick Kane of 925 Arthur Godfrey Road, Suite 302 Miami Beach, Fl. 33140 as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS</u>
FREDERICK KANE	PRESIDENT	925 Arthur Godfrey Road Suite 302 Miami Beach, Fl. 33140
JEFFERY KANE	VICE-PRESIDENT	925 Arthur Godfrey Road Suite 302 Miami Beach, Fl. 33140

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
FREDERICK KANE