

Law Offices of _____

Board Certified in Real Estate Law
By the Florida Bar
Phone (813) 442-2501
Fax (813) 442-1863

Gilbert P. Macpherson, P.A.

1822 Drew Street, Suite 8
Clearwater, FL 33765
Email scotsman1@msn.com

March 23, 1998

P98000029159

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

700002470777-3

-03/27/98--01071--001

***122.50 ***122.50

RE: Articles of Incorporation – NEWVISTADENT, P.A.

Dear Sirs:

Enclosed please find the Articles of Incorporation for the above corporation together with a check in the amount of \$122.50 for filing fees. Please file accordingly.

If you have any questions, please give me a call. Thank you for your attention to this matter.

Sincerely yours,

LAW OFFICES OF
GILBERT P. MACPHERSON, P.A.



GILBERT P. MACPHERSON

EFFECTIVE DATE

4-1-98

FILED
98 MAR 27 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 3-30-98

**ARTICLES OF INCORPORATION
FOR
NEWVISTADENT, P.A.**

FILED
98 MAR 27 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person competent and licensed to practice dentistry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I

EFFECTIVE DATE

4-1-98

NAME OF CORPORATION

The name of this corporation shall be NEWVISTADENT, P.A.

II

PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect of the practice of dentistry and all its fields of specialization, as are engaged in by Dentists.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.
- e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares of common stock at \$.50 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be GILBERT P. MACPHERSON, P.A., 1822 Drew Street, Suite 8, Clearwater, Florida 33765. ~~PRINCIPAL OFFICE ADDRESS IS THE SAME.~~

VI

INCORPORATORS

The name and address of the Incorporator is as follows:

Leroy A. McCloud, D.D.S.
2931 1st Ave South
St. Petersburg, FL 33712

BOARD OF DIRECTORS

The corporation shall have a Board of Directors initially consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

Leroy A. McCloud, D.D.S.
2931 1st Ave South
St. Petersburg, FL 33712

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

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

XII

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment is in compliance with the laws of Florida governing a Professional Service Corporation.

XIII

EFFECTIVE DATE


The corporation shall have an effective date of April 1, 1998

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 20th day of March, 1998.


Leroy A. McCloud, D.D.S.

ACCEPTANCE BY REGISTERED AGENT

I, GILBERT P. MACPHERSON, am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


Gilbert P. Macpherson
Registered Agent

FILED
98 MAR 27 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

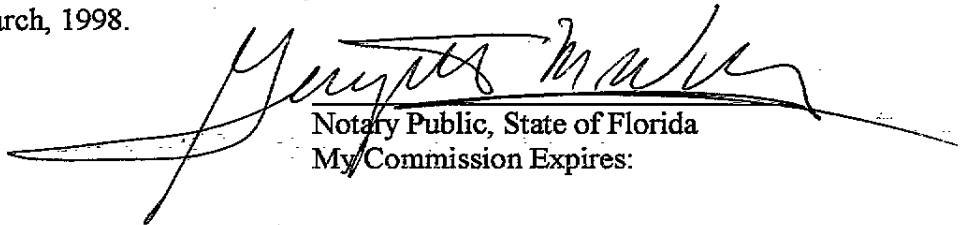
EFFECTIVE DATE

4-1-98

**(STATE OF FLORIDA)
COUNTY OF PINELLAS)**

BEFORE ME, the undersigned authority, personally appeared Leroy A. McCloud, D.D.S. who is to me well known or produced his Florida Drivers License for identification to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Clearwater, Pinellas County, Florida this 20 day of March, 1998.


Notary Public, State of Florida
My Commission Expires:

mclo.a1

