

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 30 AM 11:45

Mohammad Goodarzi,
D.M.D., P.A.

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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TALLAHASSEE, FLORIDA

Signature _____

Requested by: AS

6/30/98 9:48

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RP
06-30-98

ARTICLES OF INCORPORATION

OF

Mohammad Goodarzi, D.M.D., P.A.

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DIVISION OF CORPORATIONS

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I, the undersigned Incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is **Mohammad Goodarzi, D.M.D., P.A.**

ARTICLE II

This Corporation is organized for the purpose of providing professional dental health care services and to own real and personal property necessary for the rendering of such professional services.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 5000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

The street address of the initial registered office of this Corporation is 749 Lumsden Road, Brandon, Florida, 33511, and the name of the initial registered agent of this Corporation at that address is Mohammad Goodarzi.

ARTICLE V

The street address of the principal place of business and mailing address of this Corporation shall be 749 Lumsden Road, Brandon, Florida, 33511.

ARTICLE VI

The name and address of the person signing these Articles of Incorporation as Incorporator is:

<u>Name</u>	<u>Address</u>
Mohammad Goodarzi	749 Lumsden Road Brandon, FL 33511

ARTICLE VII

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Director, but shall never be less than one (1). The name and address of the initial member of the Board of Directors who shall hold office until a successor is duly elected and has qualified is:

<u>Name</u>	<u>Address</u>
Mohammad Goodarzi	749 Lumsden Road Brandon, FL 33511

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

ARTICLE IX

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.


This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE X

The Stockholders of this Corporation shall have the sole power to adopt, amend or repeal By-Laws for the management of this Corporation, and the duties of the Officers of this Corporation shall be prescribed by such By-Laws.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation this

22nd day of JUN, 1998.

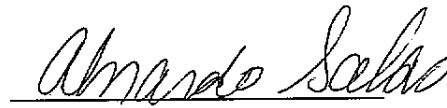

Mohammad Goodarzi

STATE OF FLORIDA

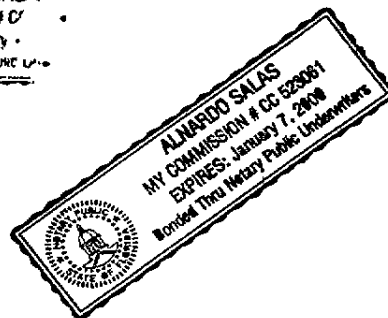
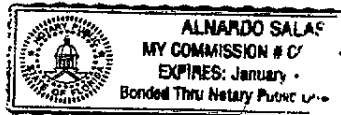
COUNTY OF HILLSBOROUGH

I, Amando Salas, Notary Public, do hereby certify that Mohammad Goodarzi, personally appeared before me this day, who being by me duly sworn, says that the foregoing Articles of Incorporation were signed by him.

WITNESS my hand and notarial seal, the 22nd day of June, 1998


Notary Public

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Mohammad Goodarzi, D.M.D., P.A.
2. The name and address of the registered agent and office Mohammad Goodarzi, 749 Lumsden Road, Brandon, FL 33511.


Signature


Incorporator
Title

06.22.98

Date

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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.


Signature

06.22.98

Date