

**CAPITAL CONNECTION, INC.**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUL 20 AM 11:01

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Mazzi Orthodontics, P.A.

700002592657-0  
-07/20/98-01027-008  
\*\*\*\*122.50 \*\*\*\*122.50

☒ 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

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

98 JUL 20 AM 11:01  
DIVISION OF CORPORATIONS

07-20-98

98 JUL 20 AM 11:01

**ARTICLES OF INCORPORATION**

**OF**

**MAZZEI ORTHODONTICS, P.A.**

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a professional service corporation under the provisions of the Florida Statutes.

**ARTICLE I**

The name of this corporation is MAZZEI ORTHODONTICS, P.A.

**ARTICLE II**

The general nature of the business to be transacted by this Corporation is:

The practice of orthodontics by licensed orthodontists, the furnishing of related services and the lease or purchase of such real and personal property as is necessary for the rendering of this service.

The investment of funds in real estate, mortgages, stocks, bonds or any other type of investment.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.

The redemption, purchase, retention, sale and transfer of its own capital stock.

The creation of employee benefit plans and trusts incidental thereto.

To do each and every other act incidental thereto which is not forbidden by the laws of the State of Florida or these Articles.

While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Professional Service Corporation and Limited Liability Company Act, Chapter 621, Florida Statutes, as presently in effect and as it may be amended from time to time in the future.

### ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Any type of property acceptable to the Board of Directors may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

### ARTICLE IV

The street address of the corporation shall be 7301-A West Palmetto Park Road, Suite #104C, Boca Raton, Florida 33433. The name of the corporation's initial registered agent is Lewis R. Tanner.

### ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and street address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Joseph L. Lunsford	9387 West Sample Road Coral Springs, Florida 33065

The initial director may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

### ARTICLE VI

The name and address of the incorporator is Lewis R. Tanner, 7301-A West Palmetto Park Road, Suite #104C, Boca Raton, Florida 33433.

### ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850 Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

No stock of this corporation shall be issued to anyone other than an individual who is an orthodontist, duly licensed to practice orthodontics in the State of Florida.

No shareholder of a corporation organized under this act may sell or transfer his or her shares in such corporation except to another individual who is eligible to be a shareholder of such corporation.

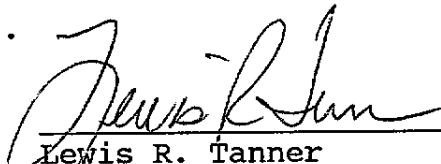
#### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a 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 XI

The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 16th day of July, 1998.

  
\_\_\_\_\_  
Lewis R. Tanner  
Incorporator

STATE OF FLORIDA            )  
                                  ) ss.  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Lewis R. Tanner, who produced \_\_\_\_\_ as identification or who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation of MAZZEI ORTHODONTICS, P.A., and who did not take an oath.

WITNESS my hand and official seal in the County and State named above, this 16th day of July, 1998.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



J DANIEL BREDE  
My Commission CG565562  
Expires Oct. 24, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED**

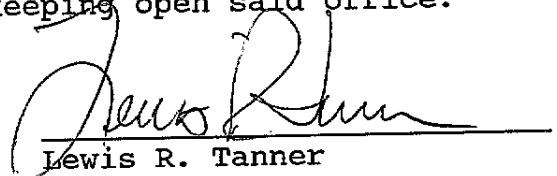
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That MAZZEI ORTHODONTICS, P.A., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named LEWIS R. TANNER as the person upon whom process may be served at the following address:

7301-A West Palmetto Park Road, Suite #104C  
Boca Raton, Florida 33433

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Lewis R. Tanner

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CLERK OF STATE  
DIVISION OF CORPORATIONS  
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