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ACCOUNT NO. : 072100000032

REFERENCE : 898495 81038A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 21, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 898495-005

CUSTOMER NO: 81038A

CUSTOMER: Ms. Denise Rolth
STEVEN W. MACRIS, ESQ

609 S. Tamiami Trail

Venice, FL 34285

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 PM 2:15

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DOMESTIC FILING

NAME: GAETA DENTAL & ASSOCIATES OF
VENICE, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

1212198
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ARTICLES OF INCORPORATION

OF

GAETA DENTAL & ASSOCIATES OF VENICE, P.A.

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The undersigned subscriber to these Articles of Incorporation, who is a person holding a certificate to practice dentistry in the State of Florida, hereby forms a corporation under the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, intending thereby to comply with the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be GAETA DENTAL & ASSOCIATES OF VENICE, P.A.

ARTICLE II

GENERAL NATURE

The general nature of the activities of this corporation shall be:

A. To render professional services as dentists duly chartered and licensed to practice dentistry in the State of Florida, but such services shall be rendered only through officers, employees, and agents of this professional corporation who are duly certified under the laws of the State of Florida and who comply with the laws of the State of Florida.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of such professional services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or

incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, and as such Chapter is from time to time amended.

ARTICLE III

CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stocks to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of the property, right, or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock, either with or without par value, and to provide, in the event of such increase, the designation preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be at 609 S. Tamiami Trail, Venice, Florida 34285. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VII

BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors who shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified is:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH A. GAETA, JR., DDS	1547 Bayshore Road Nokomis, FL 34275

D. Any Director may be removed from office by the stockholders entitled to vote thereon at any annual or

special meeting of the stockholders, for any cause deemed sufficient by such stockholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the stockholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII

SUBSCRIBER TO ARTICLES

The following is the name and street address of the subscriber to these Articles of Incorporation, who is licensed to practice dentistry in the State of Florida:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH A. GAETA, JR., DDS	1547 Bayshore Road Nokomis, FL 34275

ARTICLE IX

STOCKHOLDERS

Shares of this corporation's capital stock shall be issued only to individuals who are licensed to practice dentistry in the State of Florida. No stockholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a stockholder of this corporation, and only then in compliance with the Bylaws then existing. No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any of his shares. Proxies may be given only to other stockholders.

ARTICLE X

CONTRACTS

No contract or other transaction between this corporation or any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is

a Director or officer of such other corporation, and any Director or officer of such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation, with any person, firm, or corporation, shall be affected by the fact that any Director of this corporation is a party in any way connected with such person, firm, or corporation. Any Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested, provided that the fact that any contract or other transaction with this corporation is for the benefit of himself or such firm, association, or corporation in which he may be interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ARTICLE XI

BYLAWS

The stockholders of this corporation shall have the sole power to establish, enact, alter or repeal Bylaws of the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such Bylaws. The Bylaws may require a vote or action of more than a majority of directors or by more than a majority of the shares of stockholders in specified matters. In addition, such Bylaws may include, by unanimous decision of all of the stockholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its stockholders, or in the event of the death of any of its stockholders, and any provision for dissolution of the corporation.

ARTICLE XII

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To become associated, by joint venture arrangement or otherwise, with any person, firm, or corporation to carry on any professional activity which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any and all of its shares owned and held by any stockholder that desires to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies, all in accordance with the Bylaws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation will not be impaired thereby.

C. To enter into, for the benefit of its employees, deferred compensation plans as follows: (1) pension plan; (2) profit sharing plan; (3) medical reimbursement plan; or (4) other retirement or incentive compensation plans.


ARTICLE XIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority or such greater number as may be specified in the Bylaws of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these

Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand this
14 day of July, 1998.

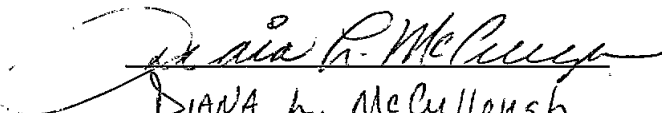


JOSEPH A. GAETA, JR., DDS

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared JOSEPH A. GAETA, JR., DDS, who is personally known to me, and to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of July, 1998.



DIANA L. McCullough
(Typed, printed, or stamped
name of Notary Public)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Stat-
utes, the following is submitted:

FIRST . . . That GAETA DENTAL & ASSOCIATES OF
VENICE, P.A., desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business
at 609 S. Tamiami Trail, Venice, Florida 34285, has named
JOSEPH A. GAETA, JR., DDS, 1547 Bayshore Road, Nokomis,
Florida 34275, as its agent to accept service of process
within Florida.

Signature: 
(corporate officer)

Title: Pres

Date: 7/14/98

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 I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

Signature: 

Date: 7/14/98