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BASIC AMENDMENT

PROGRESSIVE DENTAL ASSOCIATES, PA

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
PROGRESSIVE DENTAL ASSOCIATES, PA**

- I. The name of the corporation is PROGRESSIVE DENTAL ASSOCIATES, PA (the "Corporation").
- II. Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replace with the following:

**ARTICLE III - CAPITAL STOCK**

This Corporation shall have one (1) class of stock, which shall be designated "Common Shares", which stock shall be divided into two series known as the Class A Stock and the Class B Stock. The Corporation shall be authorized to issue and have outstanding one thousand (1,000) shares of the Class A Stock having a par value of \$0.01 per share. The Corporation shall be authorized to issue and have outstanding one thousand (1,000) shares of the Class B Stock having a par value of \$0.01 per share. The preferences, limitations and relative rights of the Class A Stock and the Class B Stock shall be identical in all respects except with respect to voting rights. The Class B Stock shall have no voting rights unless otherwise required by law. The voting rights of the Class A Stock shall not be limited in any respect.

- III. The foregoing Articles of Amendment to the Articles of Incorporation were adopted upon unanimous written consent of the sole director and sole shareholder of the Corporation on December 28, 1999.
- IV. These Articles of Amendment shall become effective as of the date of filing.

These Articles of Amendment have been executed on behalf of the Corporation by its President on December 28, 1999.

By: 

James L. Strawn, President

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**WRITTEN CONSENT OF  
THE SOLE DIRECTOR AND  
SOLE SHAREHOLDER OF  
PROGRESSIVE DENTAL ASSOCIATES, PA  
IN LIEU OF A SPECIAL MEETING**

The undersigned, being the sole director and sole shareholder of Progressive Dental Associates, PA, a Florida corporation (the "Corporation"), pursuant to applicable Florida Statutes Sections, by his signature, does hereby adopt this Written Consent in lieu of a Special Meeting, waives all notice of the time, place and objects of such meeting, and consents to, approves the adopts the following resolution:

**RESOLVED**, that the undersigned sole Director and sole Shareholder of the Corporation approves of amending the Articles of Incorporation of the Corporation to create non-voting shares, all as set forth in the Articles of Amendment to the Articles of Incorporation of the Corporation (the "Amendment") which is attached hereto as Exhibit A.

**FURTHER RESOLVED**, That the President of the Corporation has been authorized and directed to execute and file the Amendment with the Florida Department of State in order to effectuate this Amendment.

**IN WITNESS WHEREOF**, the undersigned sole Director and sole Shareholder has executed the foregoing written consent on the 28th day of December 1999.

  
\_\_\_\_\_  
James L. Strawn, Sole Shareholder and  
Sole Director

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