

098000082055



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 955136 7164242

AUTHORIZATION :

Patricia Kyzut

COST LIMIT : \$ 122.50

ORDER DATE : September 9, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 955136-005

CUSTOMER NO: 7164242

CUSTOMER: Mr. Pedram Behnia  
MR. PEDRAM BEHNIA

2427 Mandan Trail

Winter Park, FL 32789

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP -9 PM 1:10

DOMESTIC FILING

NAME: CHOICE DENTAL PLAN, INC.

EFFECTIVE DATE:

000002635040--5

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: Jeanine Reynolds

EXAMINER'S INITIALS:

2589-2555  
W98-20517

RECEIVED  
98 SEP -9 AM 10:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32399



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP -9 PM 1:10

September 9, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: CHOICE DENTAL PLAN, INC.  
Ref. Number: W98000020517

We have received your document for CHOICE DENTAL PLAN, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 998A00045839

**RESUBMIT**

Please give original  
submission date as file date.

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DIVISION OF CORPORATIONS  
98 SEP -9 PM 1:10

ARTICLES OF INCORPORATION  
OF  
CHOICE DENTAL PLAN, INC.

The undersigned, being above the age of eighteen years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and they hereby agree and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be Choice Dental Plan, Inc. The address of the principal office of this corporation shall be 2427 Mandan Trail, Winter Park, Florida 32789, and the mailing address shall be the same.

ARTICLE II

COMMENCEMENT OF CORPORATION EXISTENCE

This Corporation shall commence corporate existence on the date these Articles of Incorporation are placed under seal with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue 500 shares of voting common stock, having a par value of \$1.00 per share, which shall be designated "Common Stock".

## 2.Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meeting of the shareholders, each recorded holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 2427 Mandan Trail, Winter Park, Florida 32789. The initial registered agent of the Corporation at that address shall be Pedram Behnia. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This initial Board of Directors of the Corporation shall consist of one director. The number of directors of the Corporation shall be specified, from time to time, by the By-Laws provided. However, the number of directors shall never be less than one. The name and street address of the initial director of this Corporation is:

Pedram Behnia

2427 Mandan trail.  
Winter Park, Fl. 32789

## ARTICLE VII

### INCORPORATOR

The name and street address of the person signing these articles as incorporator is Pedram Behnia, 2427 Mandan tr. Winter Park, 32789.

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## ARTICLE IX

### INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents as well as former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

## ARTICLE X

### AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XI

### HEADING AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or closed captions.

In witness of whereof, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto sets his hand and seal this 18<sup>th</sup> day of August 1998.

Pedram Behnia  
Pedram Behnia

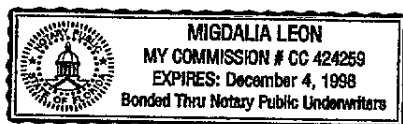
STATE OF FLORIDA

COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the state and count set forth above, personally appeared Pedram Behnia known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 18<sup>th</sup> day of August 1998.

Notary Seal



Migdalia Leon  
Notary Public

My Commissions expires:

REGISTERED AGENT CERTIFICATE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP -9 PM 1:10

The pursuance of the Florida General Corporation Act, the following is submitted,  
in compliance with said statute:

That Choice Dental Plan, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Park, County of Orange, State of Florida, has named Pedram Behnia located at 2427 Mandan Trail, Winter Park, FL 32789 as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with \$607.325, Florida Statutes.

  
Pedram Behnia

DATED: 9/2/98