

P99000005931

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

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MICHAEL W. CREWS (1941-1991)

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PLEASE REPLY TO:

Lake Wales
December 28, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

4-15-99

Re: Dennis E. Fisher DMD, P.A.
Articles of Incorporation

600002729676--7
-01/04/99--01131--013
*****78.75 *****78.75

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named Florida corporation.

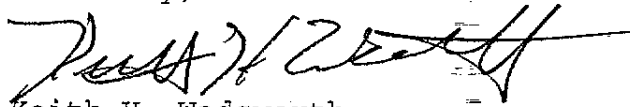
Also enclosed is this firm's check, in the amount of \$78.75, representing payment of the following fees: file Articles - \$35.00, registered agent fee - \$35.00 and certified copy fee - \$8.75.

Upon approval and filing of these articles, please furnish certified copies to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,


Keith H. Wadsworth

/ap
Enclosures

B. BROCK JAN 21 1999

W99000000264
03285

FILED
99 JAN 21 PM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 1999

KEITH H. WADSWORTH
PETERSON & MYERS, P.A.
P.O. BOX 1079
LAKE WALES, FL 33859-1079

SUBJECT: DENNIS E. FISHER DMD, P.A.
Ref. Number: W99000000264

We have received your document for DENNIS E. FISHER DMD, P.A. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date can be no more than 90 days after the date of filing.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 899A00000486

ARTICLES OF INCORPORATION

OF

DENNIS E. FISHER DMD, P.A.

(a corporation for profit)

EFFECTIVE DATE

4-15-99

The undersigned natural person, competent and licensed to practice as a dentist in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is DENNIS E. FISHER DMD, P.A.

ARTICLE II

DURATION

This corporation shall have perpetual duration. The effective date of this document and the date upon which corporate existence shall begin is April 15, 1999.

ARTICLE III

PURPOSES AND POWERS

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of dentistry, and all its fields of specializations, as are engaged in by licensed dentists.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

a. The aggregate number of shares which the corporation is authorized to issue is **Five Thousand (5,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

b. Shares of the corporation's stock and certificates shall be issued only to dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation shall initially be 701 State Road 60 East, Lake Wales, FL 33853.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 701 State Road 60 East, Lake Wales, FL 33853, and the name of its initial registered agent at that office is Dennis E. Fisher.

ARTICLE VII

MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII

OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	Dennis E. Fisher
Secretary:	Dennis E. Fisher
Treasurer:	Dennis E. Fisher
Vice President:	Dennis E. Fisher

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Dennis E. Fisher
701 State Road 60 East
Lake Wales, FL 33853

ARTICLE XI
NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

Dennis E. Fisher
701 State Road 60 East
Lake Wales, FL 33853

ARTICLE XII

BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII

MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV

QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XVI

INDEMNIFICATION

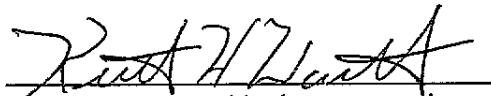
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVII
AMENDMENT OF ARTICLES

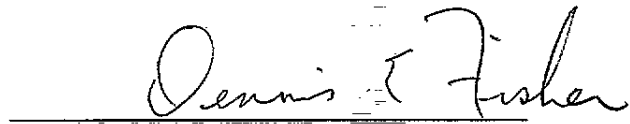
The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this professional service corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 6th day of November, 1998.

Signed, sealed and delivered
in the presence of:


Print Name: Keith H. Wadsworth

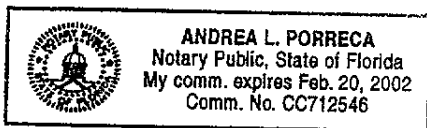

Print Name: Andrea L. Porreca

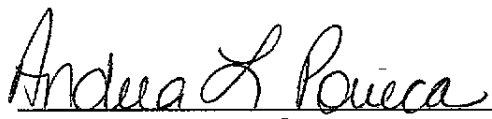

DENNIS E. FISHER
as incorporator

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 6th day of November, 1998, by **DENNIS E. FISHER**, who is personally known to me or who has produced a drivers license as identification.




Notary Name: Andrea L. Porreca
State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: November 6, 1998


DENNIS E. FISHER

FILED
99 JAN 21 PM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA