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January 26, 1999

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

Re: YVETTE GAYA, D.M.D., P.A.

700002756237--3  
-01/27/99--01045--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

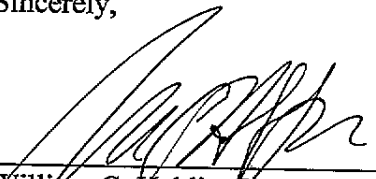
Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

Please endorse your approval of the articles on the duplicate copy and return the copy to this office in the enclosed mailing envelope. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$70.00 is enclosed to cover the filing fee .

If any further charges are required, or if, for any reason, the articles do not meet current requirements, please so notify the undersigned by collect telephone call (352) 369-1300.

Sincerely,

  
\_\_\_\_\_  
William C. Haldin, Jr.

WCH/uf  
Enclosures  
cc: Yvette Gaya

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**YVETTE GAYA, D.M.D., P.A.**

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The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Chapter 607, Florida Statutes, the Florida General Corporation Act, and Chapter 621, Florida Statutes, Florida Professional Service Corporation and Limited Liability Company Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be: YVETTE GAYA, D.M.D., P.A.

**ARTICLE II**

**PURPOSES**

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.
- 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 III

#### CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Ten Thousand (10,000) shares of common stock at \$1.00 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

c. 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 IV

#### DURATION

The corporation shall have perpetual existence.

### ARTICLE V

#### PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be 303 SE 17<sup>th</sup> Street, #107, Ocala, Florida 34471, with the privilege of having branch offices at other places within the State of Florida.

**ARTICLE VI**

**REGISTERED AGENT**

The address of this corporation's initial registered office is 303 SE 17<sup>th</sup> Street, #107, Ocala, Florida 34471 and the name of its initial registered agent at said address is Yvette Gaya.

**ARTICLE VII**

**INCORPORATOR**

The name and address of the Incorporator is as follows: Yvette Gaya, 303 SE 17<sup>th</sup> Street, #107, Ocala, Florida 34471.

**ARTICLE VIII**

**BOARD OF DIRECTORS**

The corporation shall have a Board of Directors consisting of at least one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders, but shall never be less than one. The names and addresses of the initial Director of this corporation is: Yvette Gaya, 303 SE 17<sup>th</sup> Street, #107, Ocala, Florida 34471.

**ARTICLE IX**

**INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE X**

**INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be

taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XI**

**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, shareholder, 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 XII**

**INDEMNIFICATION**

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

**ARTICLE XIII**

**BYLAW AMENDMENT**

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and shareholders, provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

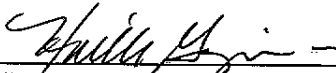
**ARTICLE XIV**

**OFFICERS OF THE CORPORATION**

The following shall constitute and be the officers of the corporation for the first year or until their successors in office are qualified and elected:

<u>NAME</u>	<u>OFFICE</u>
Yvette Gaya	President
Yvette Gaya	Secretary/Treasurer


IN WITNESS WHEREOF, I have hereunto set my hand and acknowledgment to be filed in the office of the Secretary of State, the foregoing Certificate of Incorporation, this the 26<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
YVETTE GAYA

STATE OF FLORIDA  
COUNTY OF MARION

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer duly qualified to take acknowledgments, YVETTE GAYA, to me well known to be the person described in and who acknowledged to me that he executed the foregoing Certificate of Incorporation as his free act and deed for the uses and purposes therein set forth.

WITNESS my hand and seal this 26<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Ursula Farro  
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN 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 YVETTE GAYA, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Ocala, County of Marion and State of Florida has named YVETTE GAYA as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

  
YVETTE GAYA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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