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Not a Partnership

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 19 PM 1:53

February 18, 1999

SENT VIA FEDEX

State of Florida
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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****122.50 *****78.75

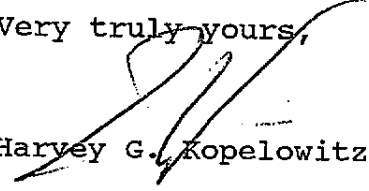
Re: Filing of Articles of Incorporation

Dear Secretary of State:

Enclosed please find an original copy of the Articles of Incorporation for Benjamin M. Goldberg, DMD, P.A., which we would like filed as soon as possible and a certified copy returned as soon as possible. Enclosed is check number 1962 in the amount of \$122.50 for the filing fee (\$70.00 for filing fee and \$52.50 for return of a certified copy of the Articles).

If you have any problems or questions regarding this matter, please contact me at the above telephone number.

Very truly yours,


Harvey G. Kopelowitz, Esquire

HGK/sc
enclosures

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WS

ARTICLES OF INCORPORATION
OF
BENJAMIN M. GOLDBERG, DMD, P.A.

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The undersigned, a natural person competent to contract, does hereby execute and file these Articles of Incorporation to organize a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

BENJAMIN M. GOLDBERG, DMD, P.A.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every aspect and phase of the practice of rendering the same professional services to the public that dentists, duly licensed under the laws of the State of Florida, are authorized to render; provided, however, that such professional services shall be rendered only through officers, employees and agents of this Corporation who are duly licensed to practice dentistry under the laws of the State of Florida.

B. To invest and reinvest the funds of this Corporation in real estate, mortgages, stocks, bonds or other types of investment within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services in the practice of dentistry.

C. To do each and every thing 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 pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock having a par value of one (\$1.00) dollar per share.

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Benjamin M. Goldberg, DMD
5770 Wiles Road
Coral Springs, Florida 33067

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Benjamin M. Goldberg, DMD
5770 Wiles Road
Coral Springs, Florida 33067

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Benjamin M. Goldberg, DMD, and his street address is 5770 Wiles Road, Coral Springs, Florida 33067.


IN WITNESS WHEREOF, the undersigned Incorporator executed the foregoing Articles of Incorporation of BENJAMIN M. GOLDBERG, DMD, P.A. on this 10th day of ~~January~~, 1999.

February

Ben - M. Goldberg
BENJAMIN M. GOLDBERG

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10th day of ~~January~~, 1999, by Benjamin M. Goldberg, who is personally known to ~~me~~.

 Sherryl Maxine Carter
My Commission CC6687,7
Expires August 03, 2001

(NOTARY SEAL)

Sherryl Maxine Carter
Notary Public
Printed Name: Sherryl Maxine Carter
My Commission Expires: Aug 3 2001

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND OFFICE FOR SERVICE OF PROCESS**

BENJAMIN M. GOLDBERG, DMD, P.A., a Corporation existing under the laws of the State of Florida with its principal office at 5770 Wiles Road, Coral Springs, Florida 33067, has named BENJAMIN M. GOLDBERG, whose address is 5770 Wiles Road, Coral Springs, Florida 33067, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Resident Agent, and agree to comply with all applicable provisions of law.


BENJAMIN M. GOLDBERG

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