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April 19, 1999

Florida Department of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

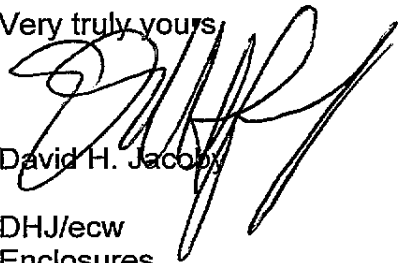
RE: Articles of Incorporation of Gentle Dental Associates, P.A.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed please find check no. 1623 in the amount of \$70.00 as the required fee to process said documents. Please file same and return a copy of the article to our office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,


David H. Jacoby

DHJ/ecw
Enclosures

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GENTLE DENTAL ASSOCIATES, P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to practice law and duly licensed to render such services in the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, Florida Statutes 621.01 et.seq., and other laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is GENTLE DENTAL ASSOCIATES, P.A.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be rendered by this corporation is: the practice of dentistry.

To engage in every phase and aspect of the business of rendering the same professional services to the public that any and all dentists, duly licensed under the laws of State of Florida are authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed and/or authorized under the laws of the State of Florida to operate in the practice of dentistry therein.

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any purposes or the attaining of any of the objects or the furtherance of any purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on lawful pursuit necessary or incidental to the accomplishment of the purposes or attainment of objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Two Hundred (\$200.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is: 3200 N. Wickham Road, Suite 5, Melbourne, Florida 32935.

ARTICLE VII - REGISTERED AGENT

The initial registered agent of this corporation is Bruce H. Chase, Esquire, and the registered office is located at 1581 Robert J. Conlan Blvd., N.E., Suite 100, Palm Bay, Florida 32935.

ARTICLE VIII - DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by Stockholders, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTOR

The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
LAUREL A. SEAQUIST	3200 N. Wickham Road, Suite 5 Melbourne, Florida 32935

ARTICLE X - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, who is a dentist, duly licensed under the laws of the State of Florida to render dental services as such and the number of shares of stock he agrees to subscribe is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Laurel A. Seaquist	3200 N. Wickham Road, Suite 5 Melbourne, Florida 32935	200

Said subscriber alleges and certifies that the total value of said stock subscription will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV thereof.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by at least a Fifty-One (51%) Percent vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to reservation.

ARTICLE XII - LIMITATIONS ON CORPORATE STOCK

The Shareholders of this corporation shall have the power to include in the By-Laws adopted by Fifty-One (51%) Percent of the Shareholders of this corporation any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or the operation of this corporation, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the Shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice hereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XIII - VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another the authority to exercise the voting power of any or all of his shares.

ARTICLE XIV - AMENDMENT- NATURE OF BUSINESS

In the event the ownership of shares of the corporation shall be transferred into the hands of others who are not qualified to own such shares under the provisions of The Professional Service Corporation Act, the members of the Board of Directors of this corporation shall have the power to fill any vacancy existing in the Board of Directors; and all of the Directors and all the Shareholders of the corporation shall have the power to amend these Articles of Incorporation to effect a change in the nature of business provided in Article II herein, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes except that the corporation shall not conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition provided all of the Directors and all of the Shareholders sign a written statement manifesting their intention that the amendment of these Articles of Incorporation herein set forth be made, and the said written statement is filed in the office of the Secretary of State in accordance with the provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, the subscriber hereto has executed these Articles of Incorporation, this 16th day of April, 1999.


LAUREL A. SEAQUIST - Subscriber

Acceptance by Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



BRUCE H. CHASE - Registered Agent

FILED
99 MAY -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared LAUREL A. SEAQUIST and BRUCE H. CHASE, to me known to be the person described as the subscriber and registered agent in and who executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation.



NOTARY PUBLIC

