

P99000045776

May 12, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002877496--0
-05/17/99--01116--001
*****70.00 *****70.00

Re: Family Dental Care Associates of Tampa, P.A.

Dear Sir or Madam:

EFFECTIVE DATE

5-20-99

Enclosed please find:

1. An original and one copy of the Articles of Incorporation for the above proposed Florida professional corporation;
2. A designation and acceptance of registered agent, duly executed;
3. My check # 8433 in the amount of \$70.00 for the filing fee.

I do not want or request a certified copy of the Articles at this time. Thank you for your assistance in this matter.

Sincerely,



Nicholas M. Kavouklis, DMD
2601 Jetton Ave.
Tampa, FL 33629

FILED
99 MAY 19 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CPB
5-20-99
5

**ARTICLES OF INCORPORATION
OF
FAMILY DENTAL CARE ASSOCIATES OF TAMPA, P.A.**

THE UNDERSIGNED Natural person, who is licensed or otherwise legally authorized to practice the profession of dentistry in the State of Florida, for the purpose of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, hereby adopts the following articles of incorporation for such corporation:

**ARTICLE I.
NAME**

EFFECTIVE DATE

5-20-99

The name of the corporation is:

Family Dental Care Associates of Tampa, P.A.

**ARTICLE II.
DURATION**

The corporation shall have perpetual existence commencing on May 20, 1999.

**ARTICLE III.
PURPOSES**

The purpose for which the corporation is organized is to engage in the practice of dentistry; to treat; to prescribe; to diagnose; or to operate for any disease, pain, injury, deficiency, deformity, or physical condition of the human teeth, gums, jaws, and adjacent tissues; to furnish, construct, reproduce, or repair prosthetic dentures or bridges to be used and worn as substitutes for natural teeth; and to supply, repair, or construct orthodontic or various appliances used for the correction of malocclusion or deformities of other structures; to own and operate a dentist office; and to engage in related activities.

**ARTICLE IV.
CAPITAL STOCK**

- (a) The corporation is authorized to issue 1,000 shares of \$.10 par value common stock.
- (b) Shares may only be issued to, held by, or transferred to a person who is licensed to practice dentistry in the State of Florida or who is otherwise eligible to be a shareholder under the Florida Professional Corporation Act.

**ARTICLE V.
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

FILED
69 MAY 19 AM 8:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLE VI.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is:

1000 North Ashley Drive
Suite 520
Tampa, FL 33602

and the name of the initial registered agent of the corporation at such address is CHRIS M. KAVOUKLIS.

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

The corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The name and address of the initial directors of the corporation are as follows:

NICHOLAS M. KAVOUKLIS
2601 Jetton Avenue
Tampa, FL 33629

**ARTICLE VIII.
INCORPORATORS & PRINCIPAL OFFICE ADDRESS**

The name and address of the Corporation's incorporator is:

NICHOLAS M. KAVOUKLIS
2601 Jetton Avenue
Tampa, FL 33629

**ARTICLE IX.
RESTRICTIONS ON TRANSFER OF CAPITAL STOCK**

Unless otherwise provided in the corporation's bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

**ARTICLE X.
INDEMNIFICATION**

The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation to the fullest extent permitted under Florida law or duly enacted rules of professional and ethical conduct existing now or hereinafter enacted.

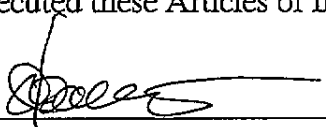
**ARTICLE XI.
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any shareholder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

**ARTICLE XII.
DISSOLUTION BY OPERATION OF LAW**

Should, at any time, the corporation cease to have a shareholder licensed to practice dentistry in the state of Florida, or who is otherwise eligible to be a shareholder under the Florida Professional Corporation Act, and actually practicing, except during periods of disability, or should the Corporation fail to redeem, cancel or transfer within a reasonable time the shares of a deceased, retired, or disqualified shareholder, the corporation shall cease to be a professional corporation and shall operate as a corporation for profit organized under the general corporation laws of the State of Florida for the sole purpose of liquidation.

IN WITNESS WHEREOF, the undersigned incorporator and registered agent have executed these Articles of Incorporation the 13TH day of May, 1999.



NICHOLAS M. KAVOUKLIS
Incorporator



CHRIS M. KAVOUKLIS
Registered Agent

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

SS:

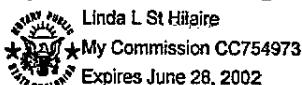
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared NICHOLAS M. KAVOUKLIS and CHRIS M. KAVOUKLIS known to me and known by me to be the persons who are subscribed to the within instrument and acknowledged that each executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the state and county aforesaid, this 13th day of May, 1999.



Notary Public, State of Florida

My Commission Expires:



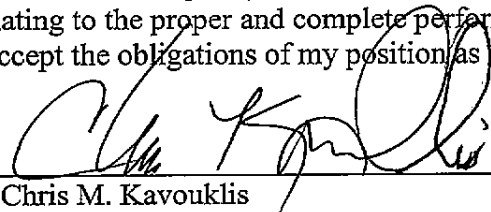
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent in the State of Florida:

1. The name of the corporation is Family Dental Care Associates of Tampa, P.A.;
2. The name of the registered agent is Chris M. Kavouklis; and
3. The address of the registered agent / registered office is 1000 Ashley Drive North, Suite 520, Tampa, Florida, 33602

ACCEPTANCE

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

By 
Chris M. Kavouklis

Date 5/13/99

FILED
99 MAY 19 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA