

**LAWRENCE & TETREALT, P.A.**

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June 29, 1999

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

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-06/30/99--01051--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Dawn Lozano Martin, D.M.D., P.A.**

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for *Dawn Lozano Martin, D.M.D., P.A.*, to be filed. Please mail in the enclosed envelope a stamped copy of the Articles and Acceptance of Registered Agent back to our office showing they have been filed.

Also enclosed is check number 2866 for \$70.00 made payable to the Department of State to cover filing fees and registered agent designation.

If there are any questions please do not hesitate to contact me at the above phone number.

Sincerely,

LAWRENCE & TETREALT, P.A.

  
F. PARKER LAWRENCE

Enclosures as noted  
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
*DAWN LOZANO MARTIN, D.M.D., P.A.*

A PROFESSIONAL CORPORATION

The undersigned, all of whom are duly licensed to practice dentistry in the State of Florida, desiring to form a professional corporation in accordance with the Florida Business Corporation Act and the Florida Professional Service Corporation Act, hereby adopt the following Articles of Incorporation.

I. NAME

The name of the professional corporation is *DAWN LOZANO MARTIN, D.M.D., P.A.*

II. PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on the practice of dentistry within the State of Florida and to do those things that are necessary or proper in connection with that practice, including, but not limited to, the following:

- (a) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the professional business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.
- (b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- (c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- (d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.
- (e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.
- (f) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with applicable provisions of the Florida Professional Service Corporation and

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Florida Business Corporation Acts as presently enacted and as may be amended or superseded by any other statute.

### III. DURATION

The term of existence of the Corporation is perpetual.

### IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office in this State is:

4909 N.W. 27th Court  
Suite B  
Gainesville, Florida 32606

The initial registered agent at the registered office is DAWN LOZANO MARTIN, D.M.D., M.S.

### V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is 4909 N.W. 27th Court, Suite B, Gainesville, Florida 32606.

### VI. PROFESSIONAL SERVICES

The professional services of the Corporation shall be rendered only through officers, employees, and agents who are duly licensed or otherwise legally authorized to practice dentistry within the State of Florida. Professional services shall be rendered in each case by the officer, employee, or agent designated solely by the Corporation, acting through its duly elected officer, and no officer, employee, or agent shall enter in any contract, written or verbal, for professional services with any client. This provision shall not be applicable to the extent it conflicts with the law or the professional rules of medicinal practice.

### VII. INCORPORATORS

The name and address of the each incorporator is:

Name	Address
Dawn Lozano Martin, D.M.D., M.S.	4909 N.W. 27th Court Suite B Gainesville, FL 32606

### VIII. DIRECTORS

The initial Board of Directors shall consist of one member. The name and address of the

initial Directors is:

Name	Address
Dawn Lozano Martin, D.M.D., M.S.	4909 N.W. 27th Court Suite B Gainesville, FL 32606

The Professional Corporation may have a maximum of five directors as elected by the shareholders. Each director shall be individually elected.

## **IX. SHARE STRUCTURE**

### **Number and Type**

9.1. The maximum number of shares that the Corporation is authorized to have outstanding is 100 shares of common stock, one class, having a par value of \$1.00 per share.

### **Restrictions on Issuance and Transfer**

9.2. No share of stock of this Corporation shall be issued or transferred to any person who is not a dentist duly licensed to practice dentistry in the State of Florida.

### **Dividends**

9.3. The Board of Directors is authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

### **Shareholders' Actions**

9.4. To the extent permissible under the laws of the State of Florida consent, by vote or otherwise, of the holders of shares entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation.

## **X. STATED CAPITAL**

The amount of capital with which the Corporation shall begin business is \$1,000.

## **XI. AMENDMENT OF ARTICLES**

The Corporation reserves the right at any time, and from time to time, to amend these Articles

of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

## XII. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the Board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of the a majority of the directors who have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction. No interested director may vote to authorize, ratify, or approve the transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

## XIII. ELECTION UNDER PROFESSIONAL CORPORATION ACT

The Corporation elects to be governed by the provisions of the Florida Professional Service Corporation and Business Corporation Acts.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27 day of June, 1999.

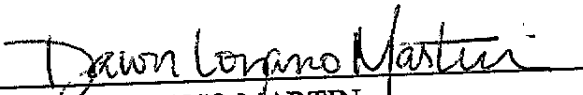
  
DAWN LOZANO MARTIN

**ACCEPTANCE OF REGISTERED AGENT  
FOR**

***DAWN LOZANO MARTIN, D.M.D., P.A.***

HAVING been named as Registered Agent to accept service of process for *DAWN LOZANO MARTIN, D.M.D., P.A.*, at the place designated in this certificate, I hereby agree to act in such capacity; further,

I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as such.

  
DAWN LOZANO MARTIN

Address:  
4909 N.W. 27th Court  
Suite B  
Gainesville, FL 32606

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