

## HIGLEY & BARFIELD, P.A.

Post Office Box 151629  
Altamonte Springs, Florida 32715-1629

324 Newburyport Avenue  
Altamonte Springs, Florida 32701

David A. Higley  
William E. Barfield  
B. Allen Heeke, Jr.  
John Bengier

Telephone: (407) 834-4848  
Facsimile: (407) 834-8660

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July 29, 1999

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Willie B. Sherman, Jr., DDS, P.A.

Dear Correspondent:

Enclosed please find Articles of Incorporation for Willie B. Sherman, Jr., DDS, P.A. Upon filing of the Articles please return a certified copy of same to our office in the enclosed, pre-addressed, stamped envelope. Also enclosed please find our check in the amount of \$87.50 as the fee charged for this service.

Sincerely,



B. Allen Heeke, Jr.

BAH/sjs  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
WILLIE B. SHERMAN, JR., DDS, P.A.  
(A Florida Professional Service Corporation)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I. NAME

The name of this corporation shall be Willie B. Sherman, Jr., DDS, P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the incorporator. This corporation's duration shall be perpetual.

ARTICLE III. PROFESSIONAL SERVICE CORPORATION

Section A. License

This corporation is specifically formed for rendering the same professional service to the public that the duly licensed Dentist under the laws of this state, is authorized to render.

Section B. Powers

The powers of the corporation are to:

1. Have all of the powers stated in the applicable provisions of the Florida Statutes, applicable to this corporation, except to the extent that any of the provisions of the Professional Service Corporation Act are interpreted to be in conflict with the provisions of said provisions, in which event, the provisions and sections of the said Professional Service Corporation Act shall take precedence.
2. Request changes in the Certificate Of Incorporation at any time pursuant to law.
3. Change the street address in this state of the principal office of the corporation and to establish, from time to time, other locations for corporate operations pursuant to the ByLaws, and without the necessity of amending the Certificate

Articles Of Incorporation Of Willie B. Sherman, Jr., DDS, P.A.

Of Incorporation.

4. Invest the funds of this 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 its professional services.
5. Purchase and acquire, in accordance with law and the ByLaws, any or all of its shares, owned and held by any person or entity, who desires to sell, transfer, or otherwise dispose of the said shares.

#### Section C. Conflict Of Interest

Provided due notice is given to this corporation:

1. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.
2. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.
3. No contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm or corporation.

#### ARTICLE IV. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

#### ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue Common par value shares of common capital stock. The number of shares the corporation shall have is 1000 shares of common capital stock with a par value of \$1.00 per share.

Articles Of Incorporation Of Willie B. Sherman, Jr., DDS, P.A.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VII. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Willie B. Sherman,

Articles Of Incorporation Of Willie B. Sherman, Jr., DDS, P.A.

Jr., 3599 Columbia Street, Orlando, FL 32805.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 3599 Columbia Street, Orlando, FL 32805.

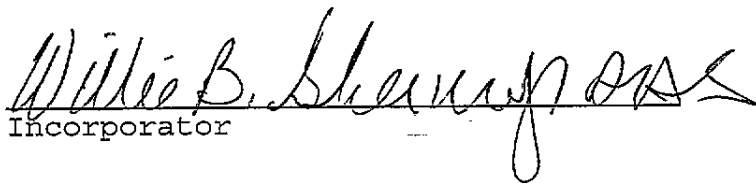
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Willie B. Sherman, Jr.

ARTICLE XI. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are: Willie B. Sherman, Jr., 3599 Columbia Street, Orlando, FL 32805.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Incorporator

Articles Of Incorporation Of Willie B. Sherman, Jr., DDS, P.A.

I hereby accept my designation as resident agent and agree to serve as the resident agent of Willie B. Sherman, Jr., DDS, P.A. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Willie B. Sherman, Jr., DDS, P.A.

Willie B. Sherman, Jr.  
- Registered Agent

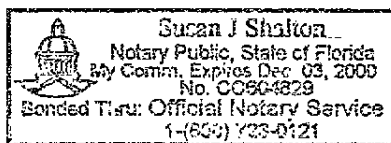
State Of Florida  
County Of Seminole

On July 21, 1999, Willie B. Sherman, Jr., designated above as the individual who shall serve as the corporation's initial registered agent, and the individuals, designated above, as the corporation's incorporators, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Willie B. Sherman, Jr., DDS, P.A.

Susan J. Shalton  
Notary Public

Susan J. Shalton  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number: CC604829



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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