

P99000090897

Bruno Sharp
401 Ocean Drive
Number 425
Miami Beach, Florida 33139
305-532-8785

FILED
OCT 11 11 AM 9:44
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

October 5, 1999

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

Attention: New Filing Section

800003011978--0
-10/11/99--01124--004
****131.25 *****87.50

RE: Corporation -- "Prosthodontics Associates, P.A.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the corporation named above. Also, enclosed is a check payable to the Department of State in the amount of \$ 131.25 for the following incorporation fees:

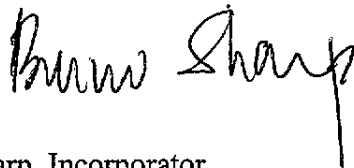
Filing Fee and Designation of Registered Agent	\$ 70.00
Certified Copy	52.50
Status Report	<u>8.75</u>
	\$ 131.75

Please file this corporation as soon as possible.

If you have questions, or require further information, please contact me.

Thank you for your assistance in this matter.

Sincerely,



✓
Bruno Sharp, Incorporator

P. CHESIN

OCT 15 1999

ARTICLES OF INCORPORATION

OF

Prosthodontics Associates, P.A.

The undersigned natural person, who is licensed or otherwise legally authorized to practice the profession of dentistry or Prosthodontics in the State of Florida, hereby associates himself with the intention of forming a Professional Service Corporation and hereby adopts the following Articles of Incorporation.

ARTICLE I: Name

The name of this corporation is Prosthodontics Associates, P.A.

ARTICLE II: Purpose

This corporation is organized for the following purposes:

A. To engage in the practice of dentistry and prosthodontics as a professional corporation and to carry on services incident thereto,

B. To own property, enter into contracts and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Corporation.

C. The professional services of the Corporation shall be carried out only through officers, employees and agents authorized by law to render such services.

ARTICLE III: Capital Stock

The total number of shares of capital stock which the Corporation shall be authorized is one hundred (100) shares. Such shares shall be a single class of common stock and shall have a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV: Capitalization

The amount of capital with which the Corporation will begin to practice the profession of dentistry and prosthodontics is not less than ONE HUNDRED DOLLARS (\$100.00) U.S.

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TALLAHASSEE, FLORIDA

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ARTICLE V: Duration

The Corporation shall have perpetual existence.

ARTICLE VI: Principal Office

The initial street address of the Corporation's principal office is 401 Ocean Drive, Number 425, Miami Beach, Florida 33139.

ARTICLE VII: Board of Directors

This Corporation shall have one director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Director of this Corporation is:

Bruno Sharp	401 Ocean Drive, Number 425
	Miami Beach, Florida 33139

ARTICLE VIII: Incorporators

The name and address of each person signing these Article of Incorporation as an Incorporator is:

Bruno Sharp	401 Ocean Drive, Number 425
100 shares	Miami Beach, Florida 33139

ARTICLE IX: Officers of the Corporation

The following shall constitute and be the initial officers of the corporation.

Valeria S. Braga	President / Treasurer
161 Crandon Boulevard	
Number 124	
Key Biscayne, Florida	33149

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Bruno Sharp Vice-President
401 Ocean Drive
Number 425
Miami Beach, Florida 33139

Donald G. Powell Secretary
1135-L Northwest 23rd Avenue
Gainesville, Florida 32609

ARTICLE X: Dissolution

This Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the Corporation to vote thereon. On dissolution, the corporate property and assets shall be distributed after payment of all debts of the Corporation to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE XI: Pre-emptive Rights

Each shareholder of this Corporation shall have a pre-emptive right to purchase additional shares of this Corporation at any such time as the same are offered for sale by this Corporation.

ARTICLE XII: Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1135-L Northwest 23rd Avenue, Gainesville, Florida 32609. And, the name of the initial registered agent is Donald G. Powell.

I hereby accept appointment as Registered Agent of this Corporation.


Donald G. Powell

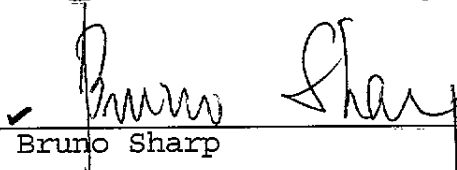
ARTICLE XIII: Amendments

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be proposed by the stockholders and approved at a stockholder's meeting by a majority entitled to voter thereon unless stockholders sign a written statement manifesting their intent that certain Amendments of these Articles of Incorporation be made.

ARTICLE XIV: Effective Date

The effective date of this Corporation will be October 1, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation, has executed these Articles of Incorporation at Gainesville, Alachua County, Florida, this Fifth day of October, 1999.


Bruno Sharp

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Bruno Sharp, who is known to me to be the person described and who subscribed the above Articles of Incorporation; and he did freely and voluntarily acknowledge before me according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEROF, I have hereunto set my hand and official seal at Miami Beach, Dade County, Florida this Fifth day of October, 1999.


Notary Public

