

Figure 16-2

JOHN SMITH, D.D.S., P.A.

ACTION BY DIRECTORS
IN WRITING
WITHOUT A MEETING

The undersigned, being all of the Directors of JOHN SMITH, D.D.S., P.A. (herein called the "Corporation"), do hereby take and adopt the following action, unanimously in writing and without a meeting, pursuant to the authority of Section 607.0821 of the Florida Business Corporation Act:

RESOLVED that Corporation hereby adopts the Bylaws designated on Schedule A (attached hereto and incorporated herein by reference).

John Smith, D.D.S.

Susan A. Smith

October 1, 199_____

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SCHEDULE A

BYLAWS OF

JOHN SMITH, D.D.S., P.A.

ARTICLE I

SHAREHOLDER MEETINGS

Section 1. Annual Shareholder Meetings.

a. The annual meeting of the Corporation's Shareholders (herein called the "Annual Shareholder Meeting") shall be held at the Corporation's principal office on December 1 of each year at 9:00 a.m., or on such other day and at such other time and place (within or without the State of Florida) as provided in the Corporation's Bylaws or, when not inconsistent with these Bylaws, in the notice of the meeting; provided, however, that the Annual Shareholder Meeting must be held each year no later than six (6) months after the close of the Corporation's fiscal year.

b. The purposes of the Annual Shareholder Meeting are to elect Directors, receive and act upon annual and other reports of the Officers and Directors, transact other Shareholder business and activities, and take any other Shareholder actions.

Section 2. Special Shareholder Meetings.

a. Special Meetings of the Corporation's Shareholders (herein called a "Special Shareholder Meeting") may be called by the holders of not less than ten percent (10%) of all the shares entitled to vote at the meeting, or by any two (2) Corporate Officers or by the Board of Directors for any reasonable purpose.

b. All Special Shareholder Meetings shall be held within 30 days of call, on the day, at the time and at the place (within or without the State of Florida) as the Board of Directors determines.

c. The purpose(s) of any Special Shareholder Meeting may be to transact any Shareholder business and activities and to take any Shareholder actions.

Section 3. Record Dates.

a. For purposes of determining those Shareholders entitled to (1) receive notice of, or to vote at, any Shareholder Meeting or any adjournment thereof, or (2) receive dividends or distributions or (3) exercise any other Shareholder rights, the Board of Directors shall fix Record Dates not earlier than the date on which the Record Date is established and not more than sixty (60) days nor less than ten (10) days prior to the designated event.

b. Unless otherwise provided by law, only holders of the Corporation's Shares actually registered in the holder's name on the Corporation's Share records at the close of business on the Record Date shall be recognized and counted for the applicable purposes designated in Section 3(a), above.

Section 4. Notice.

a. By or at the direction of the President, Secretary, or other Officer or persons calling the Shareholder Meeting, written notice stating the place, day and hour of the

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Meeting and, in the case of a Special Meeting, the purpose or purposes for which the Meeting is called shall be delivered to each registered holder (as of the Record Date) of the Corporation's voting shares not less than ten (10) nor more than sixty (60) days before the date of the meeting.

b. By or at the direction of the President, Secretary, or other Officer, or persons calling the Shareholder Meeting, such notice shall be delivered either personally or by first class mail, postage prepaid, at the address then appearing on the Corporation's stock transfer books. If notice is mailed at least thirty (30) days before the date of the Meeting, it may be done by any class of ordinary United States mail, postage prepaid.

c. Notwithstanding any contrary provision herein, a Shareholder's written waiver of Notice is equivalent to the giving of such Notice. Also, attendance (in person or by proxy) at any Shareholder Meeting waives any lack of or deficiency in Notice of such Meeting, except when the person attends such Meeting for the express purpose of objecting to the transaction of business because the Meeting is not lawfully called or convened.

d. Notice of adjournment of any Shareholder Meeting need not be given if the date, time and place to which the Meeting is adjourned are fixed and announced at such Meeting, unless, after such adjournment, a new Meeting date is fixed, in which case the notice must be given in accordance with the requirements of this Section.

Section 5. Quorum and Attendance.

a. A majority of the Corporation's issued and outstanding voting Shares (represented in person or by proxy) constitutes a quorum for the transaction of business at any Shareholder Meeting.

b. Unless otherwise approved in advance by the Board of Directors, only Shareholders may attend Shareholder Meetings.

Section 6. Voting.

a. Except as otherwise provided in the Articles of Incorporation, each holder of voting shares shall be entitled to one (1) vote for each Share of the Corporation's stock (regardless of class) registered in his name on the Corporation's Share records as of the Record Date.

b. Unless otherwise provided in the Articles of Incorporation, these Bylaws or required by Chapter 607, Florida Business Corporation Act, all matters properly submitted to the Shareholders at any Shareholder Meeting shall be decided by a majority of the voting Shares represented at the meeting, in person or by proxy.

Section 7. Proxies.

a. A Shareholder entitled to vote at a Shareholder Meeting may be represented and so vote by written proxy signed by such Shareholder or his attorney-in-fact and submitted to the Secretary at or before the Shareholder Meeting. Such proxy shall be valid for only the Shareholder Meeting designated therein.

b. A Shareholder may exercise any Shareholder consents, waivers, releases or other Shareholder rights by written proxy signed by such Shareholder, or by his attorney-in-fact, and submitted to the Secretary prior to the exercise thereof.

Section 8. Election of Directors.

a. At each Annual Shareholder Meeting, the voting Shareholders shall elect Directors to serve until the next Annual Shareholder Meeting and until their successors are elected thereat, or until their earlier death, disqualification, resignation or removal from office.

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b. If no Annual Shareholder Meeting is held or if Directors are not elected thereat, the voting Shareholders shall elect Directors at a Special Shareholder Meeting and such Directors shall serve until the next Annual Shareholder Meeting and until their successors are elected thereat, or until their earlier death, disqualification, resignation or removal from the Board of Directors.

c. Any voting Shareholder (in person or proxy) may designate nominees for Directorships. Only nominees are eligible to be elected Directors and nominees receiving the greatest number of votes shall be so elected.

d. Any person may serve or be elected to an unlimited number of consecutive or non-consecutive terms as a Director.

Section 9. Parliamentary Procedure.

a. Roberts Rules of Order (as periodically revised) constitute the final authority for parliamentary procedures at all Shareholder Meetings, except where such Rules conflict with law or these Bylaws.

b. At all Shareholder Meetings, the order of business shall be as follows:

- (1) Roll call or attendance record;
- (2) Reading and action upon Minutes of previous Shareholder Meeting;
- (3) Unfinished (old) business;
- (4) Financial or other reports of the Board of Directors;
- (5) Financial or other reports of Officers;
- (6) Reports of Committees (if any);
- (7) Election of new Directors (if applicable);
- (8) New or miscellaneous business;
- (9) Adjournment.

The above order may be periodically changed for any specific Shareholder Meeting by a majority vote of the Corporation's voting Shares (represented in person or by proxy) at such Meeting.

Section 10. Action by Shareholders in Writing Without a Meeting.

a. Notwithstanding any contrary provision herein, Shareholders may duly and officially act without a Meeting through a written document signed by the registered holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

b. Within ten (10) days after obtaining authorization by written consent, notice must be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action and, if the action be a merger, consolidation, or sale or exchange of assets for which dissenters rights are provided under Florida Statutes, the Notice shall contain a clear statement of the rights of shareholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of Chapter 607, Florida Business Corporation Act regarding the rights of dissenting shareholders.

ARTICLE II

BOARD OF DIRECTORS MEETINGS

Section 1. Annual Board Meeting.

a. The annual meeting of the Board of Directors (herein called the "Annual Board Meeting") shall be held each year immediately following the Annual Shareholder Meeting

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at such place (within or without the State of Florida) as periodically determined by the Board of Directors (herein called the "Board"), but, in no event, later than six (6) months after the close of the Corporation's fiscal year.

b. The purposes of the Annual Board Meeting are to elect new Officers, receive and act upon any reports, transact any other Board business and activities, and take any other Board actions.

Section 2. Regular Board Meeting.

Regular meetings of the Board (herein called "Regular Board Meetings") may be called by the President, the Secretary or any two (2) Directors and shall be held on the days and at the times and places (within or without the State of Florida and with or without notice) as the Board periodically determines; provided, however, that the Board is not required to hold any Regular Board Meetings.

Section 3. Special Board Meetings.

a. Special meetings of the Board (herein called a "Special Board Meeting") may be called by the President, the Secretary or any two (2) Directors and shall be held on the days and at such time and place as the Board determines.

b. The purpose(s) of any Special Board Meeting may be to transact any Board business and activities and to take any Board actions.

Section 4. Notice.

a. The Secretary or any other Corporate Officer shall give written notice stating the date, time and place (but not necessarily the purposes) of any Special Board Meeting. At least forty-eight (48) hours before each Board Meeting, the Secretary (or any other Corporate Officer) shall cause personal delivery of the Notice or shall mail (by ordinary United States mail, postage prepaid) or telegraph the Notice to each Director. The Board may periodically determine that Notice of one or more Regular Board Meetings will be required.

b. Notwithstanding any contrary provision herein, a Director's attendance at any Board Meeting waives any lack of or deficiency in Notice of such Meeting, except when a Director states, at the beginning of such Meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Any Director may sign a waiver of Notice either before or after any Meeting.

c. Notice of adjournment of any Board Meeting need not be given to Directors who are present at a Meeting, if the date, time and place to which the Meeting is adjourned are fixed and announced at such Meeting; provided, however, that notice of any such adjourned Meeting shall be given to the Directors who were not present at the time of the adjournment.

Section 5. Quorum and Attendance.

a. A majority of the number of Directors fixed by, or in the manner provided in, these Bylaws constitutes a quorum for the transaction of business at any Board Meeting.

b. Unless otherwise approved in advance by the Board, only Directors may attend Board Meetings.

Section 6. Voting.

a. Upon all matters properly submitted to the Board, each Director in office shall be entitled to one (1) vote but Directors shall vote and act as a Board.

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b. At any Board Meeting, all matters properly submitted to the Board shall be decided by a majority vote of the Directors present at a Meeting at which a quorum is present, unless a greater number is required to act by these Bylaws.

Section 7. Election of Officers.

a. The Board shall elect Officers to serve until their successors are elected at any Annual, Regular or Special Meeting for such term as the Board shall periodically determine, or until their earlier death, disqualification, resignation or removal from Office.

b. Any Director in office may designate nominees for Officers. Only nominees are eligible to be elected Officers and nominees receiving the greatest number of votes shall be so elected.

c. Any person may serve or be elected to an unlimited number of consecutive or non-consecutive terms as an Officer.

Section 8. Parliamentary Procedure.

Roberts Rules of Order (as periodically revised) constitute the final authority for parliamentary procedures at all Board Meetings, except where such Rules conflict with law or with these Bylaws.

Section 9. Action by Directors in Writing Without a Meeting.

Notwithstanding any contrary provision herein, the Board may duly and officially act without a Meeting through a written document signed by all Directors then serving on the Board, and shall have the same effect as a unanimous vote at a Meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number and Qualification.

a. The voting Shareholders may periodically fix, authorize and change (pursuant to Florida law) the number of Directors to serve on the Board; provided, however, that if the Shareholders fail to fix and authorize the number of Directors, then the Directors elected shall become the number of Directors fixed by the Shareholders.

b. Subject only to any specific requirements of Florida law, any person may serve as a Director, even if not a Corporate Shareholder or Officer.

Section 2. Board Vacancies.

a. Board vacancies shall occur from a Director's disqualification, death, resignation, removal from office, or the Shareholders' failure to elect the whole authorized number of Directors or an increase in the number of Directors.

b. Any Director may be removed from office (with or without cause) by the voting Shareholders and/or by the Board.

c. A majority of the remaining Directors (even though less than a quorum of the Board of Directors) shall fill all Board vacancies (when and as determined by the Board) by electing new Directors to serve only until the next Annual Shareholder Meeting and until their successors are chosen thereat, or until their earlier resignation, disqualification, death or removal from the Board.

Section 3. Board Powers and Duties.

a. Except as otherwise provided herein, all Corporate administrative powers and authority are vested in and shall be exercised by the Board which, in its sole discretion, has exclusive charge, control and management of the Corporation's property, affairs, businesses, activities and funds. The Board also shall elect Corporate Officers, appoint Board committees

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and Board agents, and perform all other acts and functions permitted by law and consistent with the Corporation's Articles of Incorporation and these Bylaws.

b. Except as otherwise expressly designated by the Board, individual Directors have no powers and all Directors shall act and vote as a Board.

Section 4. Board Committees.

The Board may designate from among its members an Executive Committee and one or more other committee(s) and appoint, remove and reappoint all members to such committee(s) by a majority vote of the full Board of Directors. Such committee(s) shall act at the Board's direction and the Board shall have exclusive authority to designate the duties, functions and powers of the committee(s), except as such duties, functions and powers are expressly limited by Florida law.

Section 5. Compensation and Expenses.

Directors shall be entitled to such compensation (if any) and to reimbursement for such expenses as the Board periodically determines in its sole discretion.

ARTICLE IV OFFICERS

Section 1. Designation and Qualification.

a. The Corporate Officers shall include a President, Secretary and Treasurer and may further include one or more Vice-Presidents, Assistant Officers and such other Officers as the Board periodically determines. The same person may hold any two (2) or more offices.

b. Any person may serve as an Officer, even if not a Corporate Shareholder or Director.

Section 2. Vacancies and Succession.

a. Officer vacancies shall occur from an Officer's disqualification, death, resignation or removal from office.

b. Any Officer may be removed from office by the Board if the Board determines (in its sole discretion) that the best interests of the Corporation would be served thereby.

c. Any vacancies in any office shall be filled by the Board of Directors by electing new Officers to serve until their successors are chosen, or until their earlier resignation, disqualification, death or removal from Office.

Section 3. Powers and Duties of Officers.

a. President. The Corporate President shall: preside at all Shareholder and Board Meetings; ensure that all Board orders are implemented; sign Corporate documents; exercise general executive supervision, management and control over the Corporation's affairs, property, businesses, activities, other Officers and funds; and generally perform all duties incident to the office and all other duties and responsibilities as the Board periodically requires.

b. Vice-President. The Corporate Vice-President shall: upon request by the Board, perform all duties and responsibilities of the President in his absence or during his inability to act; and generally perform such other duties and responsibilities as the Board periodically requires.

c. Secretary. The Corporate Secretary shall: take and maintain (or cause to be taken and maintained) minutes of all Shareholder and Board proceedings; unless otherwise provided herein, give (or cause to be given) notice of all Shareholder Meetings as provided in these Bylaws; maintain (or cause to be maintained) the Corporation's Seal (if any) and all

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Corporate books, records and other documents; and generally perform all duties incident to the office and such other duties and responsibilities as the Board periodically requires.

d. Treasurer. The Corporate Treasurer shall: maintain (or cause to be maintained) custody of the Corporation's funds, securities, properties, and other assets as periodically required by the Board; prepare (or cause to be prepared) accurate financial accounts and statements of the Corporation's financial condition as periodically required by the Board; maintain (or cause to be maintained) accurate accounts of all funds received and paid by the Corporation; and generally perform all duties incident to the office and such other duties and responsibilities as the Board periodically requires.

e. Other Officers. Any other Corporate Officers shall have such duties and responsibilities as the Board periodically requires.

ARTICLE V INDEMNIFICATION AND LIABILITY OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. Indemnification.

To the fullest extent authorized or permitted by law and except as specifically limited by Section 607.0850 of the Florida Business Corporation Act, the Corporation shall indemnify:

- a. Any or all Corporate Directors, Officers (past, present or future), their heirs, executors and administrators, and
- b. As the Board may periodically designate, such Corporate employees, agents and other persons (their heirs, executors and administrators) acting in any capacity at the request or on behalf of the Corporation, from and against all liabilities, judgments, decrees, fines, penalties, expenses, fees, amounts paid in settlement or any other costs, losses, expenses (including, but not limited to, attorneys' fees and court costs) actually and reasonably incurred by him and arising or resulting from or in connection or association with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, investigative or otherwise) and any appeals related thereto, under which said indemnified persons are or were parties or participants because of actions or omissions of the Directors, Officers, employees, agents or other persons acting in any capacity at the request or on behalf of the Corporation.

Section 2. Release from Liability.

To the fullest extent authorized or permitted by law, no Corporate Director or Officer shall be liable to the Corporation and no action shall be maintained against a Corporate Director or Officer by the Corporation (or, for its benefit, by any other person) because of any action or omission of such Director or Officer.

Section 3. Standard of Conduct.

Any indemnification under Section 1 and any release from liability under Section 2 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, Employee or agent is proper in the circumstances because he has acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Such determination shall be made:

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- a. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action suit, or proceeding;
- b. If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- c. By the Shareholder as long as such Shareholder was not a party to such action, suit or proceeding.

Section 4. Other Rights.

The provisions of this Article shall not exclude or limit any rights or benefits to which any person so indemnified is or may be entitled: (a) as a matter of law or statute; (b) by the Articles of Incorporation, these Bylaws or any agreements; (c) by the vote of Shareholders or disinterested Directors; or (d) through insurance purchased by the Corporation; provided, however, that this Section shall not be construed to permit the Corporation to indemnify such persons against gross negligence or willful misconduct.

ARTICLE VI SHARES

Section 1. Certificates and Share Records.

a. Certificates evidencing ownership of Corporate Shares shall be issued and registered on the Corporation's Share records to the lawful owner or holder of such Shares upon full payment therefor. All Certificates shall contain such signatures and information as required by these Bylaws and Florida law and shall be of such tenor and design as the Board periodically determines.

b. The Corporate Secretary shall maintain (or cause to be maintained) a record of all Corporate Share Certificates, the registered owner or holder thereof, and the date of issuance and cancellation and any other information the Board periodically requires.

Section 2. Lost, Stolen or Destroyed Certificates.

The Corporation may issue new Share Certificates to replace lost, stolen or destroyed Certificates. In its sole discretion, the Board may first require the registered Shareholder to indemnify the Corporation and to furnish a bond to the Corporation from such sureties, for such amount, and with such terms and conditions as the Board determines to protect the Corporation and/or any other person from injury or damage by issuance of a new Share Certificate.

Section 3. Cancellation of Certificates.

In its sole discretion, the Board shall determine whenever any outstanding Share Certificates should be cancelled and exchanged for other Share Certificates and shall order and require the holders of such outstanding Share Certificates to surrender them for such purposes. Until compliance with the Board's order, all rights of the holder (as a Shareholder) of any such Share Certificates shall be suspended with respect to the Share represented thereby.

Section 4. Transfer of Shares.

a. Subject to Section 5 of this Article VI, Corporate Shares may be transferred on the Corporation's Share records by the registered holder, by his legally empowered attorney, or by his legal representative upon surrender and cancellation of the Share Certificates with duly executed assignment and power of transfer endorsed thereon (or attached thereto) and with such proof of signatures as the Board requires.

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b. After the Board fixes a Record Date for any Shareholder Meeting, the payment of a dividend or the exercise of any Shareholder rights, no Shares shall be transferred on the Corporation's Share records until immediately after the occurrence of such event.

Section 5. Restrictions Upon the Alienation and Transfer of Shares.

a. No Corporate Shares shall be issued, sold, offered for sale, hypothecated, assigned, disposed of or otherwise transferred (whether by reason of death, sale, gift, assignment, order of court, any judicial process, or otherwise) unless: (i) such Shares have been duly registered under the Securities Act of 1933, pursuant to an effective registration statement contemplating the transaction or transactions in which the Shares are to be sold, offered for sale, hypothecated, assigned, disposed of or otherwise transferred, or (ii) both of the following conditions are satisfied;

- (1) During the period in which securities that are part of an issue are being offered and sold by this Corporation, and for a period of nine (9) months from the date of the Corporation's last sale of such securities, all resales of any part of the issue, by any persons, shall be made only to persons resident within the State of Florida; and
- (2) The Corporation has received the written opinion of its counsel to the effect that the sale, offer for sale, hypothecation, assignment, transfer, or other proposed disposition of the Corporation's Shares may be accomplished without such registration under said Securities Act of 1933.

b. Certificates for all the Corporation's issued Shares shall bear a legend in substantially the following form:

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE SOLD, OFFERED FOR SALE, HYPOTHECATED, ASSIGNED, TRANSFERRED OR OTHERWISE DISPOSED OF UNLESS (A) SUCH SECURITIES ARE REGISTERED UNDER SAID ACT; OR (B) BOTH OF THE FOLLOWING CONDITIONS ARE SATISFIED: (i) DURING THE PERIOD IN WHICH AN ISSUE (OF WHICH THESE SECURITIES ARE A PART) IS BEING OFFERED AND SOLD BY THIS CORPORATION AND FOR A PERIOD OF NINE (9) MONTHS FROM THE DATE OF CORPORATION'S LAST SALE OF SUCH ISSUE, ALL REALES OF ANY PART OF THESE SECURITIES BY ANY PERSON SHALL BE MADE ONLY TO PERSONS RESIDENT WITHIN THE STATE OF FLORIDA, AND (ii) THE COMPANY RECEIVES AN OPINION OF COUNSEL SATISFACTORY TO IT THAT SUCH PROPOSED SALE OR OFFER OR OTHER DISPOSITION DOES NOT REQUIRE REGISTRATION OF SUCH SECURITIES UNDER SAID ACT.

ARTICLE VII AMENDMENTS

The Board of Directors may alter, repeal or amend these Bylaws or adopt Amended Bylaws: (i) at any Directors' Meeting by the vote of at least a majority of Directors present at such

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Meeting at which a quorum is present; or (ii) by the written consent of all of the Directors then in office.

October 1, 199_____