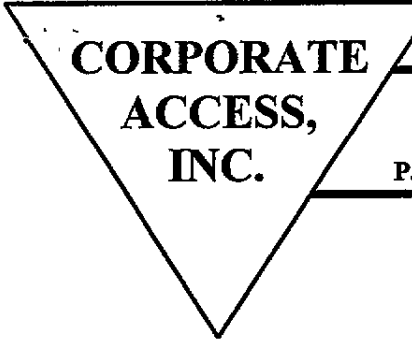


600839



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 7/25/00 11:00

FILED
00 JUL 25 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY

DCUS DS

PHOTO COPY

FILING *Amended + Restated*
Amended & Restated
Articles

1.) Robert F. Wagner, Jr., D.D.S., P.A.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

000003334650--3
-07/25/00--01020--006
*****43.75 *****43.75

3.) _____
(CORPORATE NAME & DOCUMENT #)

RECEIVED
00 JUL 25 AM 9:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

DCUS
7/25/00

AMARTmf
RFWAMENARTmf

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ROBERT F. WAGNER, JR., D.D.S., P.A.

FILED
00 JUL 25 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation. This Corporation's Articles of Incorporation were filed on February 19, 1969; Document Number 600839.

ARTICLE I - NAME

The name of this Corporation is:
Robert F. Wagner, Jr., D.D.S., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation is:

3434 Atlantic Boulevard
Jacksonville, FL 32207

The mailing address of the Corporation is:

3434 Atlantic Boulevard
Jacksonville, FL 32207

ARTICLE III - DURATION

This Corporation commenced its corporate existence on February 19, 1969. This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This Corporation is organized for the following purposes:

- (a) The practice of general dentistry.
- (b) The transaction of any and all other lawful business for which professional service corporations may be incorporated including but not limited to those powers pursuant to Chapter 621 of the Florida Statutes, as amended, and the doing of all lawful things related thereto.

ARTICLE V - LICENSED SHAREHOLDERS AND OFFICERS

Pursuant to Florida Statutes §621.09(1), all Shareholders of this Corporation shall be duly licensed by the State of Florida to perform the same professional service for which the Corporation is organized. Pursuant to Florida Statutes §621.10, any Shareholder, Officer, agent or employee of this Corporation who becomes legally disqualified to render services for the Corporation or who accepts employment that places restrictions or limitations upon his or her rendering of professional services for the Corporation, shall sever all employment with, and financial interest in, the Corporation.

ARTICLE VI - CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class,

shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the Corporate Minute Book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The name of the registered agent and the street address of the registered agent of this Corporation is:

Robert F. Wagner, Jr.
3434 Atlantic Boulevard
Jacksonville, FL 32207

ARTICLE VIII - BOARD OF DIRECTORS

The number of directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the

Board of Directors, shall be by a resolution of the Shareholders and/or contained within the duly adopted Bylaws of the Corporation.

The name and address of the director is as follows:

Robert F. Wagner, Jr.
3434 Atlantic Boulevard
Jacksonville, FL 32207

ARTICLE IX - RESTRAINT ON TRANSFER OF SHARES

The Shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLES X - INDEMNIFICATION

The Corporation may indemnify any present or former Officer, incorporator, Director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE XI - AMENDMENT

The Shareholders reserve the right to alter, amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or to adopt new provisions. These Amended and Restated Articles of Incorporation may be amended by a simple majority vote (greater than 50%) of the voting stock of the Corporation that is present, at any regular meeting of the Shareholders or at any special meeting of the Shareholders

called for that purpose. These Amended and Restated Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

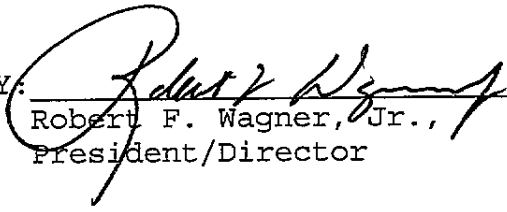
ARTICLE XII - ADOPTION

These Amended and Restated Articles of Incorporation were adopted and approved by a unanimous vote of the Directors of the Corporation and a unanimous vote of the Shareholders of the Corporation, which was a sufficient number to approve these Amended and Restated Articles of Incorporation, on July 21, 2000.

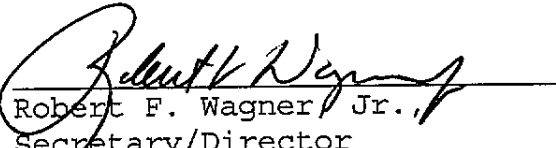
IN WITNESS WHEREOF, the undersigned authorized Officers have executed these Amended and Restated Articles of Incorporation on behalf of the Corporation and in their capacity as Officers and Directors on this 21st day of July, 2000.

Robert F. Wagner, Jr., D.D.S., P.A.,
a Florida professional association

BY: _____


Robert F. Wagner, Jr.,
President/Director

ATTEST:


Robert F. Wagner, Jr.,
Secretary/Director

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

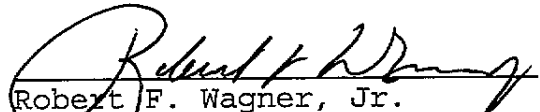
Robert F. Wagner, Jr., D.D.S., P.A.,
with its principal office as indicated in the attached Amended and Restated Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

Robert F. Wagner, Jr.
3434 Atlantic Boulevard
Jacksonville, FL 32207

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JUL 25 PM 3:34
FILED


Robert F. Wagner, Jr.