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GMM

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2424 Enterprise Road
Suite "G"
Clearwater, Florida 33763

February 16, 2000

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*****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

RE: S. EDWARD HOPWOOD, D.M.D., P.A.

Gentlemen:

Please find enclosed the original and a copy of the Articles of Incorporation for the above proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 representing the charter tax, filing fees for the Articles of Incorporation and the appropriate sum for a certified copy of the Articles of Incorporation.

When this corporation has been duly qualified, please forward a certified copy of the Articles of Incorporation, together with your filing acknowledgment.

Your expedited handling and return is requested.

Thank you.

Yours very truly,



G. MICHAEL MACKENZIE

GMM:sm
Enclosures

FILED
2000 FEB 21 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
2000 FEB 21 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
S. EDWARD HOPWOOD, D.M.D., P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice Dentistry under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is **S. EDWARD HOPWOOD, D.M.D., P.A.**

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 1436 Seagull Dr., #206, Palm Harbor, Florida 34685.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Dentistry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 100 shares of common stock having a par value of \$5.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Dentistry in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 1436 Seagull Dr., #206, Palm Harbor, Florida 34685. The name of the initial registered agent at that address is S. EDWARD HOPWOOD.

ARTICLE VII. MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by its shareholders.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

S. Edward Hopwood
1436 Seagull Dr., # 206
Palm Harbor, Florida 34685

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES


The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of

any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

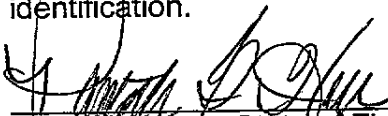
The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on February 17, 2000.



S. Edward Hopwood

Sworn to and subscribed before me this 17 day of February, 2000, by S. Edward Hopwood, who is personally known to me or who produced FL DR LICENSE as identification.



Notary Public -- State of Florida

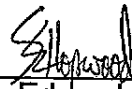
(Seal)



Paulette G Hill
My Commission CC795314
Expires December 6, 2002

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida Corporation, **S. EDWARD HOPWOOD, D.M.D., P.A.**



S. Edward Hopwood

Sworn to and subscribed before me this 17 day of February, 2000, by S. Edward Hopwood, who is personally known to me or who produced FL DR LICENSE as identification.



Notary Public / State of Florida

(Seal)



Paulette G Hill
My Commission CC795314
Expires December 6, 2002

FILED
2000 FEB 21 PM 12: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA