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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

G. Coulllette MAR 13 2003

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DEPT. OF CORPORATIONS
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TALLAHASSEE, FLORIDA

CT CORPORATION

March 13, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5807077 SO
Customer Reference 1: 29252.1
Customer Reference 2:

Dear Secretary of State, Florida:


Please file the attached:

DENTCOR, INC. (FL)
Dissolution
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,


Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**ARTICLES OF DISSOLUTION
OF
DentCor, Inc.**

Pursuant to Section 607.1403 of the Florida Business Corporation Act, the undersigned Florida profit corporation submits the following articles of dissolution:

ARTICLE ONE

The name of the corporation is DentCor, Inc. (the "Corporation").

ARTICLE TWO

Dissolution of the Corporation was authorized on March 10, 2003.

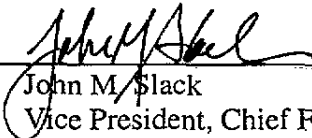
ARTICLE THREE

Dissolution of the Corporation was authorized by written consent of the sole shareholder of the corporation. The number of votes cast for dissolution was sufficient for approval by the shareholders of the Corporation.

Executed effective as of March 10, 2003.

DentCor, Inc.

By: _____


John M. Slack

Vice President, Chief Financial Officer and Secretary

FILED
2003 MAR 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DENTCOR, INC.

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
IN LIEU OF SPECIAL MEETING**

March 12, 2003

The undersigned, being the sole shareholder entitled to vote of DENTCOR, INC., a Florida corporation (the "Corporation"), does hereby consent to the following action of this Corporation with the same force and effect as though the following resolutions were adopted at a Special Meeting of the Shareholders duly called and held:

WHEREAS, the undersigned believes it is in the best interests of the Corporation to dissolve the Corporation pursuant to Section 607.1402 of the Florida Business Corporation Act; now, therefore, be it

RESOLVED, that the Corporation be and it hereby is dissolved pursuant to Section 607.1402 of the Florida Business Corporation Act; and, be it

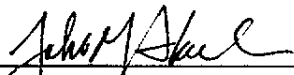
FURTHER RESOLVED, that any officer of the Corporation be, and they hereby are, authorized and directed to execute and file Articles of Dissolution for the Corporation with the Department of State for the State of Florida, and to do any and all other acts which may be necessary or convenient to carry out the dissolution and winding up of the Corporation; and, be it,

FURTHER RESOLVED, that any actions previously taken by the officers and director of the Corporation which are consistent with the foregoing resolutions are ratified, approved, confirmed and adopted as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Consent effective as of the date first above written.

**SOLE SHAREHOLDER OF
DENTCOR, INC.:**

**CASTLE DENTAL CENTERS OF
FLORIDA, INC.**

By: 
John M. Slack, Senior Vice President, Chief
Administrative Officer and Secretary