F33651

LAW OFFICES
CHRISTIANSEN & DEHNER, P.A.
63 SARASOTA CENTER BLVD.
SUITE 107
SARASOTA, FLORIDA 34240

SCOTT R. CHRISTIANSEN
H. LEE DEHNER

PHONE: (941) 377-2200
FAX: (941) 377-4848

January 18, 1999

600002749396--8
-01/21/99--01046--015
*****43.75 *****43.75

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Restatement - Articles of Incorporation - John C. Hall, Jr., D.D.S., P.A.

Gentlemen:

Enclosed please find Articles of Restatement of Articles of Incorporation of John C. Hall, Jr., D.D.S., P.A., for filing. Please note that the restated Articles of Incorporation also contain a change to the name of the corporation from John C. Hall, Jr., D.D.S., P.A. to Family Dentistree, Inc. Please provide me with a certificate confirming the filing of the Restated Articles of Incorporation and also confirming the name change.

I am enclosing a check in the amount of $43.75 representing the $35.00 filing fee and the $8.75 charge for the requested certificate.

Should you have any questions regarding the enclosed, please feel free to give me a call.

Yours very truly,

Scott R. Christiansen

FILED
99 FEB 26 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SRC/bm
Enclosures

Restated art. & N/C

VS MAR 3 1999

RECEIVED
FEB 01 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 27, 1999

SCOTT R. CHRISTIANSEN
63 SARASOTA CENTER BLVD., STE. 107
SARASOTA, FL 34240

SUBJECT: JOHN C. HALL, JR., D.D.S., P.A.
Ref. Number: F33651

We have received your document for JOHN C. HALL, JR., D.D.S., P.A. and your check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 299A00003653

LAW OFFICES

CHRISTIANSEN & DEHNER, P.A.

63 SARASOTA CENTER BLVD.
SUITE 107
SARASOTA, FLORIDA 34240

SCOTT R. CHRISTIANSEN
H. LEE DEHNER

PHONE: (941) 377-2200
FAX: (941) 377-4848

February 22, 1999

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Restatement - Articles of Incorporation - John C. Hall, Jr., D.D.S., P.A.

Gentlemen:

Enclosed please find Articles of Restatement of Articles of Incorporation of John C. Hall, Jr., D.D.S., P.A., which we are resubmitting for filing. Please note that the restated Articles of Incorporation contain a change to the name of the corporation from John C. Hall, Jr., D.D.S., P.A. to Family Dentistree of Sarasota, Inc. I am enclosing a copy of your letter dated January 27, 1999 requesting that a new name be selected for the corporation. Please provide me with a certificate confirming the filing of the Restated Articles of Incorporation and also confirming the name change. A check in the amount of $43.75 representing the $35.00 filing fee and the $8.75 charge for the requested certificate was submitted with my original request.

Should you have any questions regarding the enclosed, please feel free to give me a call.

Yours very truly,

Scott R. Christiansen

SRC/bm
Enclosures

JOHN C. HALL, JR., D.D.S., P.A.
ARTICLES OF RESTATEMENT
ARTICLES OF INCORPORATION

FILED
99 FEB 26 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED president and secretary of John C. Hall, Jr., D.D.S., P.A. certify that:

1. The board of directors of the corporation adopted a resolution to restate the articles of incorporation, subject to approval by the stockholders of the corporation to read as set forth in the attached Restated Articles of Incorporation.

2. The resolution was proposed to the stockholders of the corporation and they approved the restatement of the articles of incorporation by a unanimous vote of the stock entitled to vote on it on December 1, 1998.

DATED on December 1, 1998.

____
As President

____
As Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on Feb 8th, 1999 by John C. Hall, president of John C. Hall, Jr., D.D.S., P.A., a Florida corporation, on behalf of the corporation.

Diane Kleist
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
DIANE KLEIST
MY COMMISSION # CC 763013
EXPIRES: 08/23/2002
1-800-3-NOTARY Fla. Notary Services & Bonding Co.

RESTATED
ARTICLES OF INCORPORATION
FAMILY DENTISTREE OF SARASOTA, INC.
(formerly John C. Hall, D.D.S., P.A.)

BY THESE RESTATED ARTICLES OF INCORPORATION the Articles of Incorporation of a corporation for profit under Florida law, are hereby restated as follows:

1. NAME. The name of this corporation shall be changed from John C. Hall, D.D.S., P.A. to Family Dentistree of Sarasota, Inc.

2. TERM. This corporation shall exist perpetually.

3. PURPOSE. The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607 Florida Statutes.

4. CAPITAL STOCK. This corporation is authorized to issue 1000 shares of common stock of a par value of $10.00 a share. The stockholders may dispose of the authorized but unissued stock from time to time. No stockholder has a preemptive right to purchase unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire stock.

5. REGISTERED AGENT. The registered agent for this corporation is CHRISTIANSEN & DEHNER, P.A. and the registered office is located at 63 Sarasota Center Boulevard, Suite 107, Sarasota, Florida 34240.

6. DIRECTORS. This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

8. BYLAWS. Bylaws may be adopted, amended or repealed by the stockholders of this corporation.

9. STOCK RESTRICTIONS. By agreement stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws shall provide for transfer on the corporate book in conformity with any agreement.

DATED December 1, 1998.

____
President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on this 8th day of Feb. 1999, by John C. Hall, Jr., as President of the corporation.

DIANE KLEIST
MY COMMISSION # CC 763013
EXPIRES: 08/23/2002
1-800-3-NOTARY Fla. Notary Services & Bonding Co.

Diane Kleist
Notary Public

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing restated articles of incorporation, the undersigned accepts the designation.

CHRISTIANSEN & DEHNER, P.A.

By: ______________________
As Vice President