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January 14, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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VIA FEDERAL EXPRESS

Ms. Neysa Culligan
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

RE: FREDERICK A. MARSAW, D.D.S., P.A.

Dear Neysa:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned at your earliest convenience. Our check in the amount of \$78.75 for the filing fee is enclosed. If you would, please fax me a copy of the certificate of filing for the corporation so Dr. Marsaw will be able to open a bank account immediately. A return envelope is enclosed for your convenience in returning the certified copy of the Articles.

Should you have any questions regarding this request, please do not hesitate to call me. Thank you for your cooperation in this matter. With best regards for the new year.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Pamela J. Henry
Secretary for Stephen B. Shell

:pjh
Enclosures
B1748.00000

N. Culligan JAN 18 2000

ARTICLES OF INCORPORATION
OF
FREDERICK A. MARSAW, D.D.S., P.A.

The undersigned incorporator, who is licensed or otherwise legally authorized to practice dentistry in the State of Florida, organizes hereby with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, and adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of this corporation is **FREDERICK A. MARSAW, D.D.S., P.A.**

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office is:

FREDERICK A. MARSAW, D.D.S., P.A.
6511 North Ninth Avenue
Pensacola, Florida 32504

The name of the initial Registered Agent of the corporation, located at that office, is
FREDERICK A. MARSAW, D.D.S.

ARTICLE III - DURATION

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes:

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TALLAHASSEE, FLORIDA

A. To engage in the practice of dentistry and to carry on services incident to the practice of dentistry. The practice of dentistry is the sole and exclusive professional service to be rendered by this corporation.

B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly authorized to practice dentistry in the State of Florida.

ARTICLE V - CAPITAL STOCK

The total number of shares to stock which the corporation shall be authorized to issue or have outstanding at any one time is One Hundred Thousand (100,000) shares. These shares shall be of a single class of common stock, and shall have a value of One Dollar (\$1.00) par value.

ARTICLE VI - STOCK TRANSFER RESTRICTIONS

Shares of stock in this corporation may be transferred only to:

- A. The corporation;
- B. One or more other shareholders in the corporation; or
- C. A person who is licensed to practice dentistry in the State of Florida.

Any sale to a person who is not already a shareholder in the corporation must be approved in advance by vote or written consent of two-thirds (2/3rds) of the voting power.

ARTICLE VII - CAPITALIZATION

The amount of capital with which the corporation will begin to practice dentistry is not less than Ten Thousand Dollars (\$10,000.00).

ARTICLE VIII - CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

FREDERICK A. MARSAW, D.D.S.
6511 North Ninth Avenue
Pensacola, Florida 32504

ARTICLE X - DIRECTORS

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the initial director is:

FREDERICK A. MARSAW, D.D.S.
6511 North Ninth Avenue
Pensacola, Florida 32504

The initial Director shall hold office until his successor is elected and qualified as provided in the By-Laws. Then the term of office of each Director shall be one (1) year and until the election and qualification of a successor. The number of directors set forth in these Articles of Incorporation and constituting the initial Board of Directors shall be the authorized number of directors until that number is changed by a By-law adopted by the shareholder.

ARTICLE XI - BY-LAWS

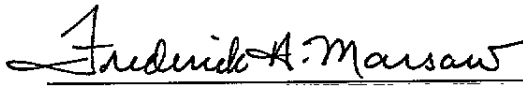
The initial director shall submit the proposed By-Laws to the shareholder at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of By-Laws by unanimous vote of the shareholder, the internal affairs of the corporation are to be regulated and managed in accordance with the By-Laws.

ARTICLE XII - DISSOLUTION

The corporation may be dissolved at any time (A) by unanimous written consent of the shareholders; or (B) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after

payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has executed these Articles of Incorporation at Pensacola, Escambia County, Florida on this 13 day of January, 2000.

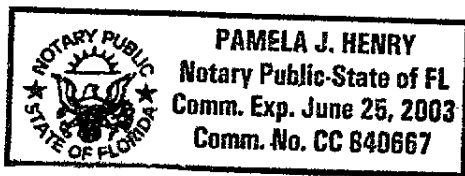

Frederick A. Marsaw, D.D.S., Incorporator


STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Frederick A. Marsaw, D.D.S., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. He is personally known by me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of January, 2000.




TYPED NAME: PAMELA J. HENRY
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES: 6/25/03

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **FREDERICK A. MARSAW, D.D.S., P.A.** at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: January 13, 2000


Frederick A. Marsaw, D.D.S.

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