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ATTORNEYS AT LAW

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January 19, 2000

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-01/20/00--01123--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Via Federal Express

Department of State  
The George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

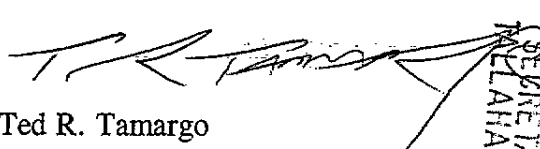
Re: Dental Assistance, Inc.  
--Our File No. 97-0466

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of Dental Assistance, Inc. Also enclosed is a check made payable to the Department of State in the amount of \$78.75 to cover the filing fee. Please return a certified copy of the Articles of Incorporation to me at the address shown above.

If you have any questions regarding this matter, please contact me.

Sincerely,

  
Ted R. Tamargo

TRT/cm

Enclosures

cc: Ms. Wendi M. Black (without enclosure)  
Ms. Mary Cathleen Murphy (with enclosure)

FILED  
00 JAN 20 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5  
T BROWN JAN 27 2000

**ARTICLES OF INCORPORATION  
OF  
DENTAL ASSISTANCE, INC.**

**FILED**  
00 JAN 20 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is DENTAL ASSISTANCE, INC.

**ARTICLE II  
TERMS OF EXISTENCE**

This corporation shall commence as of the date these Articles of Incorporation are filed with the Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III  
NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V  
INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The initial registered agent of this corporation shall be: Ted R. Tamargo, Esq. The street address of the initial registered agent of this corporation shall be: 401 East Jackson Street, Suite 2650, Tampa, Florida 33602. The street address of the principal office of this corporation is: 11911 U.S. Highway 1, Suite 201, North Palm Beach, Florida 33408.

**ARTICLE VI  
BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members. Subject to the terms of Article IX below, the exact number of directors shall be fixed from time to time by the stockholders or the by-laws.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The name and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the stockholders or until their successors are elected and qualified, or until their resignations, removal from office, or deaths are:

Name:	Address:
Mary Cathleen Murphy	11911 U.S. Highway 1, Suite 201 North Palm Beach, Florida 33408
Wendi M. Black	5309 Avenal Drive Lutz, Florida 33549

**ARTICLE VIII  
INCORPORATOR**

The name and street address of the incorporator is:

Name:	Address:
Wendi M. Black	5309 Avenal Drive Lutz, Florida 33549

**ARTICLE IX  
SUPERMAJORITY PROVISIONS**

The following actions by or on behalf of the corporation shall require the unanimous consent of the directors of the corporation:

- a. The sale of all or substantially all of the assets of the corporation.
- b. The merger of the corporation with or into any other entity.

- c. The issuance of additional stock by the corporation.
- d. The voluntary dissolution or filing of a petition of bankruptcy by the Corporation.

The following actions on behalf of the corporation shall require the unanimous consent of the shareholders of the corporation:

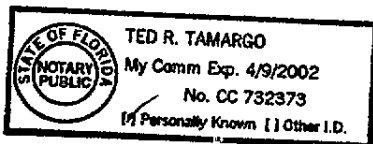
- a. The setting of the size of the board of directors of the corporation at other than two (2) members.
- b. The election to the board of directors of the corporation of any persons other than Mary Cathleen Murphy and Wendi M. Black.
- c. The removal as a director of the corporation of either of Mary Cathleen Murphy or Wendi M. Black.
- d. The amendment of these Articles of Incorporation or the By-laws of the corporation.

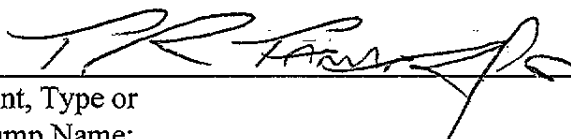
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 18th day of January, 2000.

  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18th day of January, 2000, by Wendi M. Black, who is personally known to me or has produced \_\_\_\_\_ as identification.



  
Print, Type or  
Stamp Name: \_\_\_\_\_  
Notary Public, State of Florida  
Serial No., if any: \_\_\_\_\_

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

Ted R. Tamargo, having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 East Jackson Street, Suite 2650  
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 18<sup>th</sup> day of January, 2000.

  
TED R. TAMARGO

**FILED**  
00 JAN 20 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA