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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.**SIMMONDS & WILLIAMS DENTAL ASSOCIATES, P.A.**

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B. McKnight MAR 31 2000

ARTICLES OF INCORPORATION
OF
SIMMONDS & WILLIAMS DENTAL ASSOCIATES, P.A.

The undersigned natural persons, each of whom is licensed or otherwise legally permitted to practice the profession of Dentistry in the State of Florida, hereby associate themselves for the purpose of forming a Professional Service Corporation under the provisions of the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes, and hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the corporation shall be:

SIMMONDS & WILLIAMS DENTAL ASSOCIATES, P.A.

The principal place of business of this corporation shall be:

2489 PROVENCE CIRCLE
WESTON FL 33327

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of practicing the profession of Dentistry and for the purpose of entering into agreements, contracts, and acquiring such other real and personal property as may be necessary and incidental to the purpose of performance of its professional services, for no other purposes except those specified under F.S. 621.08, to-wit: the investment of its funds in real estate, mortgages, stocks and bonds, or any other type of investments.

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ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue five hundred shares of One Dollar (\$1.00) Par Value Common Stock. Said Stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said Stock shall be payable in cash or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

None of the shares may be issued to or transferred to any person other than one duly licensed or duly authorized by the state of Florida to practice the profession for which this corporation is formed; no may any such shares be subject to a voting trust agreement vesting the voting power of such stock in a person not so qualified.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same class or series as that which he already holds, shall have the right to his Pro-rata share thereof as nearly as may be done without the issuance of fractional shares at the price which said new shares are offered to others.

ARTICLE VI - RIGHTS OF SHAREHOLDERS

Except as otherwise provided by law, the entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these articles of incorporation is: GILLIAN LORD BREAKSPEARE, 9150 SW 87 Avenue, #201, Miami Fl 33176.

ARTICLE VII - BYLAWS

The Corporation may adopt Bylaws. The sole power to adopt, amend or repeal Bylaws shall be vested in the Shareholders.

ARTICLE VIII - SHAREHOLDER MANAGEMENT

All Corporate powers shall be exercised by or under the authority of the Shareholders; and the business and affairs of the Corporation may be managed by the Shareholders.

ARTICLE IX - POWERS

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

ARTICLE X - AMENDMENT

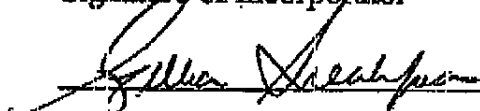
This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

ARTICLE XI - DISSOLUTION

This Corporation may be dissolved at any time by unanimous written consent of the shareholders or upon resolution of the Board of Directors ratified by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of MARCH, 2000.

Signature of Incorporator

A handwritten signature in black ink, appearing to read "Gillian S. [unclear]", is written over a horizontal line.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

SIMMONDS & WILLIAMS DENTAL ASSOCIATES, PA.

2. The name and address of the registered agent and office is:

SHIRLEY F SIMMONDS
2489 PROVENCE CIRCLE

(P.O.BOX NOT ACCEPTABLE)

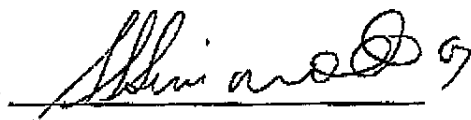
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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

