

P00000040705

MORRISON & CONROY

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

3838 Tamiami Trail North, Suite 402
NAPLES, FLORIDA 34103
(941) 649-5200

JAMES F. CAUDILL
J. THOMAS CONROY, III
BOARD CERTIFIED REAL ESTATE LAWYER
KRISTIN M. CONROY, LL.M.
DAVID N. MORRISON

TELECOPIER (941) 649-8140
<http://www.morrisonconroy.com>

April 17, 2000

Via Federal Express

Secretary of State
The Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation of
Dr. Axel E. McGuffie, D.M.D., P.A.

700003215417--4
-04/19/00--01108--002
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the following costs:

1. \$35.00 - Filing Fee;
2. \$35.00 - Designation of Registered Agent;
3. \$ 8.75 - Certified Copy of the Articles of Incorporation.

TOTAL AMOUNT DUE - \$78.75

Should you have any questions, please feel free to call. Otherwise, your prompt attention to this matter is appreciated.

Very truly yours,

MORRISON & CONROY, P.A.



Michele J. Wothe
Secretary to David N. Morrison

Encl.

FILED
00 APR 19 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 24 2000

ARTICLES OF INCORPORATION
OF
DR. AXEL E. MCGUFFIE, D.M.D., P.A.

FILED
00 APR 19 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the Professional Association (the "Corporation") is DR. AXEL E. MCGUFFIE, D.M.D., P.A.

ARTICLE TWO

The principal office of the Corporation is 1120 North Collier Boulevard, Marco Island, Florida 34145.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

ARTICLE FOUR

The Corporation shall be perpetual.

ARTICLE FIVE

The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000.00) shares of common stock, and the par value of each such share is One and 00/100 Dollars (\$1.00).

ARTICLE SIX

The street address of the initial registered office of the Corporation is 3838 Tamiami Trail North, Suite 402, Naples, Florida 34103, and the name of its initial registered agent at such address is James F. Caudill.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of the Corporation is:

DR. AXEL E. MCGUFFIE, D.M.D.
1120 North Collier Boulevard
Marco Island, Florida 34145

ARTICLE EIGHT

The name and address of the person signing these Articles is DR. AXEL E. MCGUFFIE, D.M.D., 1120 North Collier Boulevard, Marco Island, Florida 34145.

ARTICLE NINE

The Corporation may admit new Shareholders in accordance with the provisions of the Operating Agreement.


ARTICLE TEN

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE ELEVEN

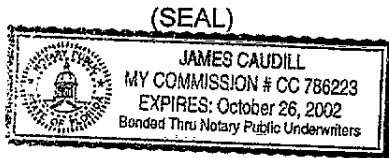
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the Shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscribers, for the purposes of forming a corporation under the Florida Business Corporation Act, have executed these Articles of Incorporation this 10th day of April, 2000.


DR. AXEL E. MCGUFFIE, D.M.D., Subscriber

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th day of April, 2000, by DR. AXEL E. MCGUFFIE, D.M.D., who is personally known to me or who has produced _____ (type of identification) as identification and who did (did not) take an oath. *NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me. If the words in the parenthetical "did not" are not circled, then the person executing this instrument did take an oath.*




Signature

James Caudill

(Type or print Name of Acknowledger)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

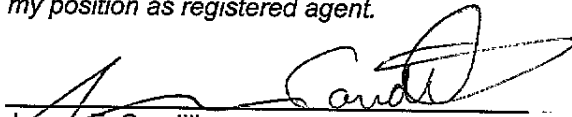
FILED
00 APR 19 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF CHAPTER 607, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **DR. AXEL E. MCGUFFIE, D.M.D., P.A.**
2. The name and address of the registered agent and office is:

James F. Caudill, Esq.
Morrison & Conroy, P.A.
3838 Tamiami Trail North, Suite 402
Naples, Florida 34103

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


James F. Caudill

Date: April 17th, 2000