

PO0000062130



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 744651 9104A

AUTHORIZATION : *Patricia Pigatto*

COST LIMIT : \$ 78.75

ORDER DATE : June 26, 2000

ORDER TIME : 3:11 PM

200003305392--5

ORDER NO. : 744651-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight

Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: DENTAL UNIVERSITY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 26 PM 4: 06

RECEIVED
00 JUN 26 PM 3: 54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE

00 JUN 26 PM 4: 06

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

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **DENTAL UNIVERSITY, INC.**

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is: 3020 North Military Trail, Suite 200, Boca Raton, FL 33431.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs

Address: Suite 1600, Two Hundred Central Ave., St. Petersburg, FL
33701

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: Suite 1600, Two Hundred Central Ave., St. Petersburg, FL
33701.

ARTICLE V.

CAPITAL STOCK

A. This Corporation is authorized to issue:

1. 20,000,000 shares of \$0.001 par value "Common Stock," and
2. 10,000,000 shares of \$1.00 par value "Preferred Stock."

B. The shares of Preferred Stock may be issued from time to time as a class without a series or if so determined by the Board of Directors, either in whole or in part in one or more series. The Board of Directors is granted and vested with the authority to fix and determine by resolution the voting powers, full or limited, or no voting powers, and the designations, preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions of the rights, if any, including specifically, but not limited to, the dividend rights, conversion rights, redemption rights, and liquidation preferences, if any, of any wholly unissued series of the Preferred Stock (or the entire Preferred Stock if none of the shares have been issued), the number of shares constituting any Preferred Stock series and the terms and conditions of the issue of the Preferred Stock. In accordance with the requirements of the Florida Business Corporation Act, prior to the issuance of any shares of Preferred Stock, this Corporation shall deliver to the Secretary of State of Florida for filing articles of amendment, which are effective without shareholder action, meeting the requirements of Section 607.0602(4), or its then equivalent provision.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.


PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

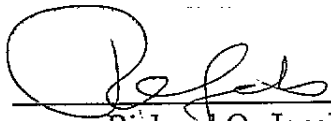
00 JUN 26 PM 4: 06

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 23 day of June, 2000, for the purpose of organizing this Corporation under the laws of the State of Florida.


Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.
Date: June 23, 2000.


Richard O. Jacobs

STP1 #371348 v1