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ACCOUNT NO. : 072100000032

REFERENCE : 765274 80913A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 17, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 765274-005

CUSTOMER NO: 80913A

CUSTOMER: Ms. Kathy Prevatt
Salter Feiber Yenser & Murphy
703 Northeast 1st Street
Gainesville, FL 32601

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-07/17/00--01022--024
*****78.75 *****78.75

DOMESTIC FILING

NAME: THOMAS J. WEBER, D.M.D., P.A.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 17 PM 2:52

RECEIVED
00 JUL 17 11:28 AM
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399

EFFECTIVE DATE

7/11/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 17 PM 2:52

**ARTICLES OF INCORPORATION
OF
THOMAS J. WEBER, D.M.D., P.A.**

THE UNDERSIGNED subscriber to these Articles of Incorporation of a Professional Service Corporation, a natural person competent to contract, and admitted to practice as a dentist under the laws of the State of Florida, does hereby form a Professional Service Corporation under the laws of the State of Florida, of the United States of America.

ARTICLE I

NAME. -- The name of this corporation shall be **THOMAS J. WEBER, D.M.D., P.A.**

ARTICLE II

DURATION. -- The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III

PURPOSE. -- The nature of the business to be transacted by this Professional Service Corporation and the purpose thereof is to render professional dental services to the general public and to do all things in connection therewith that are customarily done by licensed dentists under the laws of the State of Florida, and in accordance with "the Professional Service Corporation Act", Chapter 621 of the laws of Florida, to invest its funds in real estate, mortgages, stocks, bonds or other types of investments. The Corporation may own real or personal property necessary for the rendering of professional services. The Corporation shall not engage in any business other than the practice of dentistry.

ARTICLE IV

CAPITAL STOCK. -- This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

BY-LAWS. -- The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT. -- The street address of the principal office of the initial registered office of this Corporation is 2841 N. W. 41st Steet, Gainesville, Florida 32606, and the initial registered agent of this Corporation is THOMAS J. WEBER, D.M.D. and his address is 2841 N. W. 41st Street, Gainesville, Florida 32606.

ARTICLE VII

INITIAL BOARD OF DIRECTORS. -- This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one (1). The name and address of the initial Director of this Corporation is THOMAS J. WEBER, D.M.D.

ARTICLE VIII

INCORPORATOR. -- The name and address of the person signing these Articles of Incorporation is Thomas J. Weber, D.M.D., 2841 N. W. 41st Street, Gainesville, Florida 32606.

ARTICLE IX

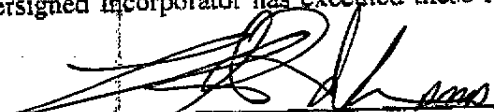
LIMITATION OF CORPORATE STOCK. -- No one other than an individual who is duly licensed as a dentist under the laws of the State of Florida may own any corporate stock of this Corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of the stock.

(a) If any officer, shareholder, agent or employee of this Corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restriction or limitations upon his continued rendering of such professional services, that person shall sever all employment and terminate all financial interest in this Corporation.

(b) No shareholder of the Corporation may sell or transfer his or her stock in this Corporation except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved, at a stockholders' meeting specifically called for that purpose, by not less than a majority of the outstanding stock at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

(c) In the event that there is more than one shareholder in the Corporation, before stock is issued to shareholders they must have negotiated with the other shareholders and/or the Corporation a buy-and-sell agreement providing for the redemption or disposition of their stock in the event their interest in the Corporation is terminated for any reason. An executed copy of the buy-and-sell agreement must be filed with the Secretary of the Corporation and made a part of the records of the Corporation.

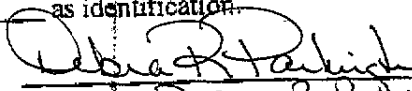
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 11th day of July, 2000.

 (SEAL)
THOMAS J. WEBER, D.M.D.
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 11th day of July, 2000, by **THOMAS J. WEBER, D.M.D.** Such person(s):

- () is/are personally known to me.
- () produced a current Florida Driver's license as identification.
- () produced _____ as identification.


Print Name: DEBRA R. PARKINGTON
Notary Public, State of Florida
My Commission Expires:
Serial Number:

(SEAL)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 17 PM 2: 52


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **THOMAS J. WEBER, D.M.D., P.A.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named **THOMAS J. WEBER, D.M.D.**, as its agent to accept service of process within this State.

ACKNOWLEDGE

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.

BY: 
THOMAS J. WEBER, D.M.D.
Resident Agent