

FROM HILL, WARD, HENDERSON, P.A.

(MON) 10.16'00 12:14/ST. 12:13/NO. 4260294630 P 1

Client No. 1752-1.

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Florida Department of State

Division of Corporations

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Account Name : HILL, WARD & HENDERSON, P.A. II

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FLORIDA PROFIT CORPORATION OR P.A.

Elliot D. Dibbs, D.D.S., P.A.

Certificate of Status	0
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FROM HILL, WARD, HENDERSON, P.A.

(MON) 10.16' 00 12:14/ST. 12:13/NO. 4260294630 P 2

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**ARTICLES OF INCORPORATION
OF
ELLIOT D. DIBBS, D.D.S., P.A.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this professional service corporation shall be:
ELLIOT D. DIBBS, D.D.S., P.A.

ARTICLE II

Address

The address of the principal office and the mailing address of this professional service corporation shall be:

c/o Hill, Ward & Henderson, P.A.
101 East Kennedy Boulevard
Suite 3700
Tampa, Florida 33602

ARTICLE III

Existence of Professional Service Corporation

This professional service corporation shall have perpetual existence.

ARTICLE IV

Purposes

The general nature of the business to be transacted by this professional service corporation or the objects or purposes of the professional service corporation shall be as follows:

(a) To engage solely and specifically in the business of carrying on the general practice of

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Dentistry.(b) To invest in real estate, mortgages, stocks, bonds or any other type of investments.

(c) To own real and personal property necessary for the rendering of the above professional services.

(d) In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

The professional service corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the professional service corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the professional service corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this professional service corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the professional service corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602, and the name of the professional service corporation's initial registered agent at such address is Scott W. Dibbs. The professional service corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

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ARTICLE VII

Incorporators

The name and address of the incorporator of this professional service corporation is as follows:

Name

Elliot D. Dibbs, D.D.S.

Address

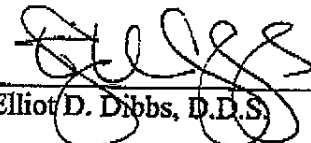
c/o Hill, Ward and Henderson
101 East Kennedy Boulevard
Suite 3700
Tampa, Florida 33602

ARTICLE VIII

Amendment of Articles of Incorporation

The professional service corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



Elliot D. Dibbs, D.D.S.

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated professional service corporation, I hereby accept appointment as its 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.

Signature



Scott W. Dibbs

Date:

October, 2000

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