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FILED
01 JAN -2 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/02/01--01073--017
*****78.75 *****78.75

Re: Dental Power of Florida, Inc.

Dear Sir or Madam:

Enclosed please find:

1. An original and one copy of the Articles of Incorporation for the above proposed Florida professional corporation;
2. A designation and acceptance of registered agent, duly executed;
3. My check # 16259 in the amount of \$78.85 for the filing fee.

I do not want or request a certified copy of the Articles at this time. Thank you for your assistance in this matter.

Sincerely,



Nicholas M. Kavouklis
2433 Prospect Avenue
Tampa, FL 33602

D. BROWN JAN - 8 2001

**ARTICLES OF INCORPORATION
OF
DENTAL POWER OF FLORIDA, INC.**

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THE UNDERSIGNED Natural person, for the purpose of forming a corporation in accordance with the Florida Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following articles of incorporation for such corporation:

**ARTICLE I.
NAME**

The name of the corporation is:

Dental Power of Florida, Inc.

**ARTICLE II.
DURATION**

The corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III.
PURPOSES**

The purpose for which the corporation is organized is to provide staffing and consulting services to the dental and medical communities throughout the State of Florida and engage in any activities or business permitted under the laws of the United States.

**ARTICLE IV.
CAPITAL STOCK**

The Corporation is authorized to issue 100 shares of common stock with no par value.

**ARTICLE V.
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI.
PRINCIPAL CORPORATE OFFICE AND REGISTERED AGENT**

The name and street address of the principal corporate office is:

DENTAL POWER OF FLORIDA, INC.
4913 South Westshore Boulevard
Tampa, FL 33611

The name and street address of the initial Registered Agent is:

CHRIS M. KAVOUKLIS, ESQ.
1000 North Ashley Drive
Suite 604
Tampa, FL 33602

**ARTICLE VII.
INITIAL BOARD OF DIRECTORS**

The corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The name and address of the initial directors of the corporation are as follows:

NICHOLAS M. KAVOUKLIS
2433 Prospect Avenue
Tampa, FL 33629

**ARTICLE VIII.
INCORPORATORS**

The name and address of the Corporation's incorporator is:

NICHOLAS M. KAVOUKLIS
2433 Prospect Avenue
Tampa, FL 33629

**ARTICLE IX.
RESTRICTIONS ON TRANSFER OF CAPITAL STOCK**

Unless otherwise provided in the corporation's bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

**ARTICLE X.
INDEMNIFICATION**

The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation to the fullest extent permitted under Florida law or duly enacted rules of professional and ethical conduct existing now or hereinafter enacted.

ARTICLE XI. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any shareholder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned incorporator and registered agent have executed these Articles of Incorporation the 29th day of December 2000.

NICHOLAS M. KAVOUKLIS
Incorporator

CHRIS M. KAVOUKLIS
Registered Agent

STATE OF FLORIDA

SS:

COUNTY OF HILLSBOROUGH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared NICHOLAS M. KAVOUKLIS and CHRIS M. KAVOUKLIS known to me and known by me to be the persons who are subscribed to the within instrument and acknowledged that each executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal
in the state and county aforesaid, this 29th day of December 2000.



Linda L. St. Hilaire
My Commission CC754973
Expires June 28, 2002

Notary Public, State of Florida

My Commission Expires: 6.28.02

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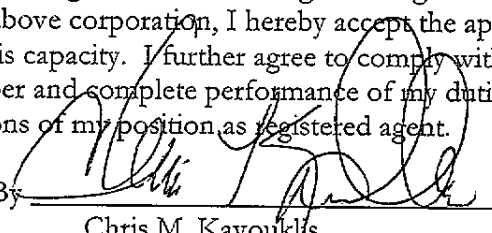
**DESIGNATION AND ACCEPTANCE OF REGISTERED
AGENT**

Pursuant to the provisions of the Florida Corporation Act, Chapter 607, 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 is Dental Power of Florida, Inc.
2. The name of the registered agent is Chris M. Kavouklis; and
3. The address of the registered agent/registered office is 1000 North Ashley Drive, Suite 604, Tampa, FL 33602

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

By 
Chris M. Kavouklis

Date 12.29.00