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February 22, 2001

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

FILED
01 FEB 26 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject : William Scott Wagner, D.M.D., P.A. (new filing)

To Whom It May Concern:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 (filing fee, certified copy, certificate of status).

Please file and return to:

Michael Cavendish, Esq.
McGuireWoods LLP
50 North Laura Street, Suite 3300
Jacksonville, Florida 32202
(904) 798-2606
(904) 798-3267 (facsimile)

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Thank you for your assistance.

Sincerely yours,



Michael Cavendish

MC/st

F. ONE9821

FEB 27 2000

ARTICLES OF INCORPORATION
Professional Association

AS OF THE DATE SET FORTH BELOW, these Articles are created in compliance with Chapters 607 and 621, Florida Statutes.

ARTICLE I (Name)

The name of this professional association shall be William Scott Wagner, D.M.D., P.A.

ARTICLE II (Address)

The principal place of business and mailing address of this professional association is 14333-6 Beach Boulevard, Jacksonville, Florida 32250.

ARTICLE III (Purpose)

The purpose for which this professional association is organized is the ownership and operation of one or more dental offices.

ARTICLE IV (Shares)

The number of shares of stock of this professional association shall be one hundred (100).

ARTICLE V (Officers)

The name and address of the officers of this professional association shall be as follows:

William Scott Wagner
218 Beach Boulevard, Apartment 11
Jacksonville beach, Florida 32250

ARTICLE VI (Registered Agent)

The name and Florida street address of the registered agent of this professional association shall be as follows:

Michael Cavendish
McGuire Woods LLP
50 North Laura Street, Suite 3300
Jacksonville, Florida 32202

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ARTICLE VII (Incorporator)

The name and address of the Incorporator of this professional association is:

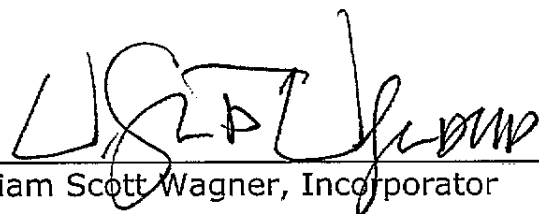
William Scott Wagner
14333-6 Beach Boulevard
Jacksonville, Florida 32250

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated professional association at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Michael Cavendish, Registered Agent

2/21/01
Date


William Scott Wagner, Incorporator

2.21.01
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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