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May 18, 2001

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED
(ARTICLE NUMBER 7099 3400 0016 1230 0434)**

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

Re: *Articles of Incorporation*
Timothy M. Talbott, D.D.S., M.S., P.A.

Dear Madam/Sir:

We represent Timothy M. Talbott, D.D.S., M.S., P.A., a professional corporation to be formed under the laws of the State of Florida. Pursuant to the Florida Business Corporation Act, enclosed please find Articles of Incorporation. Please file the Articles of Incorporation. We have enclosed a check in the amount of \$70.00 payable to the "Florida Department of State" to cover the applicable filing fees.

As soon as the document is filed, please forward a copy of the filed Articles of Incorporation and all other documentation confirming and relating to this filing to our office. A copy of the Articles of Incorporation are enclosed for your convenience.

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Very truly yours,

BOND, SCHOENECK & KING, P.A.


William L. Owens

WLO/acb
Enclosures

cc: Timothy M. Talbott, D.D.S., M.S. (w/ enc.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TIMOTHY M. TALBOTT, D.D.S., M.S., P.A.

The undersigned, who is duly licensed to practice dentistry in the State of Florida, desiring to form a professional corporation in accordance with Chapter 621 of the Florida Statutes and the Professional Service Corporation And Limited Liability Company Act, adopts the following Articles of Incorporation:

Article 1 - Name.

The name of the Corporation shall be:

Timothy M. Talbott, D.D.S., M.S., P.A.

Article 2 - Duration.

The duration of the Corporation is perpetual.

Article 3 - Purposes.

The purposes for which the Corporation is organized are the following:

- A. To practice dentistry; and
- B. To do such other things as are incidental to the practice of dentistry or necessary or desirable in order to accomplish such purpose.

Article 4 - Principal Office and Mailing Address.

The principal place of business of the Corporation is at 3675 North Country Club Drive, PH 4, Aventura, Florida 33180. The mailing address of the Corporation is 3675 North Country Club Drive, PH 4, Aventura, Florida 33180.

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TALLAHASSEE, FLORIDA

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Article 5 - Initial Registered Office and Agent.

The initial registered office of the Corporation is 3675 North Country Club Drive, PH 4, Aventura, Florida 33180. The name of the initial registered agent at that address is Timothy M. Talbott, D.D.S., M.S.

Article 6 - Authorized Shares.

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of voting common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

Article 7 - Incorporator.

The name and address of the sole Incorporator of the Corporation is:

Timothy M. Talbott, D.D.S., M.S. 3675 North Country Club Drive, PH 4
Aventura, Florida 33180

Article 8 - Board of Directors.

The Board of Directors shall consist of at least one member. The name and address of the initial sole Director and Chairman of the Board of the Corporation is:

Timothy M. Talbott, D.D.S., M.S. 3675 North Country Club Drive, PH 4
Aventura, Florida 33180

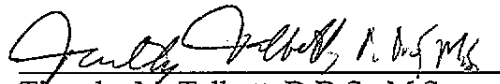
Article 9 - Effective Date.

These Articles of Incorporation shall take effect and the Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

Article 10 - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18th day of May, 2001.


Timothy M. Talbott, D.D.S., M.S.
Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent Timothy M. Talbott, D.D.S., M.S., P.A., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 18th day of May, 2001.


Timothy M. Talbott, D.D.S., M.S.
Registered Agent

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TALLAHASSEE, FLORIDA