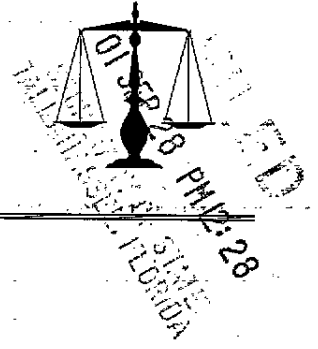


PO 1000095828

TIMOTHY H. WELLS

Attorney at Law
Post Office Box 155
Bonifay, Florida 32425-0155
(850) 547-3644 Telephone
(850) 547-5555 Facsimile



September 27, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

800004615818--6
-09/28/01--D1021--006
*****78.75 *****78.75

Re: *ERNEST M. HOOPER, D.M.D., P.A.*

Dear Sir or Madam:

Enclosed are an original and one copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75 for filing fee, designation of registered agent, and certified copy of the articles:

Thank you,

Timothy H. Wells

THW/dlh

Enclosures

Timothy H. Wells GAVE
AUTHORIZATION BY PHONE TO
CORRECT *K/A Stant*
DATE *10/3/01*
DOC. EXAM *Doris Brauer*



Florida Certified Family Mediator

B. BROWN OCT - 2 2001

**ARTICLES OF INCORPORATION
OF
ERNEST M. HOOPER, D.M.D., P.A.**

FILED
01 SEP 28 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice dentistry under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is:

ERNEST M. HOOPER, D.M.D., P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation are:

110 E. North Avenue
Bonifay, Florida 32425-1715.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of dentistry. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed by the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be six hundred (600) shares of common stock having a par value of \$1.00.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is:

110 E. North Avenue
Bonifay, Florida 32425-1715.

The name of the initial registered agent at that address is:

ERNEST M. HOOPER.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors are:

ERNEST M. HOOPER
110 E. North Avenue
Bonifay, Florida 32425-1715.

ARTICLE VIII. SUBSCRIBERS

The name and address of the person signing these articles of incorporation as subscriber are:

ERNEST M. HOOPER
110 E. North Avenue
Bonifay, Florida 32425-1715.

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a

shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on September 26, 2001.

I ACCEPT THE DESIGNATION
AS REGISTERED AGENT.

Ernest M. Hooper
ERNEST M. HOOPER, INCORPORATOR/REGISTERED AGENT

Sworn to and subscribed before me this 26th day of September, 2001 by Ernest M. Hooper.



[Signature]
Notary Public -- State of Florida

FILED
01 SEP 28 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Personally Known

or

Produced Identification X
Type of Identification Produced Florida Driver License