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January 30, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-01/31/02--01056--005
*****70.00 *****70.00

Re: John D. Dos Passos, II., D.M.D., P.A.

Gentlemen:

Enclosed please find:

1. Original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above referenced professional association
2. Check in the amount of \$70.00 for the filing fees.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Gregory A. Fox
GREGORY A. FOX
Attorney at Law

GAF/stg

Enclosures

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GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article* *111* *IX*
DATE *02*
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02 JAN 31 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

02 JAN 31 PM 3:42

OF

JOHN D. DOS PASSOS, II, D.M.D., P.A.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator, who is licensed or otherwise legally authorized to practice medicine in the State of Florida, with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation and Limited Liability Company Act, adopts the following Articles of Incorporation for the corporation:

ARTICLE I - NAME

The name of the Corporation shall be:

JOHN D. DOS PASSOS, II, D.M.D., P.A.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the following purposes:

A. To engage in the practice of dentistry as a professional corporation.

B. To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of the professional dental services.

C. To do everything necessary, proper, or convenient to accomplish any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by Florida laws or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is licensed or otherwise legally qualified to render professional dental services in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding in any time is Seven Thousand (7,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

28050 U.S. 19 North, Suite 100
Pinellas County
Clearwater, Florida 33761

and the name of the initial registered and resident agent of this Corporation at that address is **GREGORY A. FOX.**

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this

Corporation is to be:

10514 Chambers Drive
Hillsborough County
Tampa, Florida 33626

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VII - DIRECTORS

The Corporation shall have One (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

John D. Dos Passos, II, D.M.D.
10514 Chambers Drive
Tampa, Florida 33626

ARTICLE IX - SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation are as follows:

John D. Dos Passos, II, D.M.D.
10514 Chambers Drive
Tampa, Florida 33626

ARTICLE X - EFFECTIVE DATE


These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 28 day of January, 2002.

INCORPORATOR:


JOHN D. DOS PASSOS, II, D.M.D.

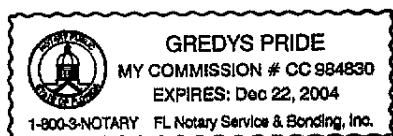
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared JOHN D. DOS PASSOS, II, D.M.D., who has produced a Florida Driver's license as identification or is personally known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State
named above this 28 day of January, 2002.

Gredys Prid-
Notary Public, State of Florida

My commission expires:



REGISTERED AND RESIDENT AGENT CERTIFICATE

OF

JOHN D. DOS PASSOS, II, D.M.D., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607.0501 and 48.091, Florida
Statutes, the following is submitted, in compliance with said
Act:

That the above-named Corporation desiring to organize under
the Laws of the State of Florida with its principal office as
indicated in the Articles of Incorporation and shown below has
named the undersigned as its agent to accept service of process
within this state at the address set forth below.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated Corporation, at place designated in this Certificate, I
hereby accept to act in the capacity, and agree to comply with the
provision of said act relative to keeping open said office.

Gregory A. Fox
Gregory A. Fox
Registered and Resident Agent

Date: 1/29/02

Registered and Resident Agent's Information:

Street Address	28050 U.S. 19 North, Suite 100
County	Pinellas
City/State	Clearwater, Florida 33761
Mailing Address:	28050 U.S. 19 North, Suite 100
	Clearwater, Florida 33761