SHELLEY B. MAURICE, ESQ. MEMBER OF THE FLORIDA BAR AND UNITED STATES DISTRICT COURT BAR BOYNTON OFFICE: THE VILLAGE SQUARE 11076 SOUTH MILITARY TRAIL BOYNTON BEACH, FLORIDA 33436

DELRAY OFFICE: 125 N. SWINTON AVE. DELRAY BEACH, FLORIDA 33444

> TELEPHONE (561) 738-5200 TELECOPIER (561) 738-5273

REPLY TØ:

BOYNTON OFFICE

August 14, 2002

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

Re: Wycliffe Dental Center, Inc. Articles of Incorporation Our File No. B02-308

Dear Sir or Madame:

800007191148---5 -08/19/02--01024--008 ******70.00 ******70.00

Enclosed are the following:

1. Articles of Incorporation for the above-designated corporate entity, in duplicate.

2. Certificate Designating Registered Agent and Acceptance

of Registered Agent, in duplicate.

3. Check made payable to the Florida Department of State, Corporations Division, in the sum of \$70.00, representing the filing fee (\$35) and Registered Agent designation (\$35).

Your prompt attention in providing this office with the charter document and a conformed copy of the Articles evidencing the filing information will be greatly appreciated. A self-addressed, stamped envelope has been enclosed for your convenience.

Very truly yours,

SHELLEY B. MAURICE, P.A.

By:

ley B. Maurice, Esquire

SBM:lac enclosures

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ARTICLES OF INCORPORATION for WYCLIFFE DENTAL CENTER, INC.

SECOLIA DE STATE TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. <u>Name:</u> The name of the corporation is WYCLIFFE DENTAL CENTER, INC. The address of the corporate office shall be 4075 State Rd. 7, Suite H-2, Lake Worth, Florida 33467.

ARTICLE II. <u>Duration:</u> The period of this corporation's duration is perpetual.

ARTICLE III. <u>Purpose:</u> The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida, including the operation of a dental practice and related activities, within and without the State of Florida.

ARTICLE IV. <u>Capital Stock</u>: The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V. <u>Initial Registered Office and Agent:</u> The name and address of the initial registered agent and office of this corporation is as follows:

Dr. Robert E. Lai 4075 State Rd. 7 Suite H-2 Lake Worth, Florida 33467

ARTICLE VI. <u>Initial Board of Directors:</u> This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation are:

NAME

ADDRESS

DR. ROBERT E. LAI

_ 4075 State Road 7 Suite H-2

Lake Worth, Florida 33467

ARTICLE VII. <u>Incorporators</u>: The name and address of the sole incorporator signing these Articles of Incorporation are:

NAME

<u>ADDRESS</u>

DR. ROBERT E. LAI

4075 State Rd. 7 Suite H-2 Lake Worth, Florida 33467 ARTICLE VIII. Amendment of Articles: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Robert E. Lai, Incorporator

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CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS LANGUES STATE MAY BE SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

WYCLIFFE DENTAL CENTER, INC., desiring to organize under the laws of the State of Florida with its initial corporate address as indicated in the Articles of Incorporation, at 4075 State Rd. 7, Suite H-2, Lake Worth, Florida 33467, County of Palm Beach, State of Florida has named ROBERT E. LAI as its registered agent to accept service of process within this state, at the initial registered office located at 4075 State Rd. 7, Suite H-2, Lake Worth, Florida 33467, County of Palm Beach, State of Florida.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered agent's office so designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

Robert E. Lai, Registered Agent