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1-1-03

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 DEC 23 AM 11:44

McGill and Hassan, P.A.

Attorneys at Law

John K. McGill, MBA, CPA, JD
Blake W. Hassan, CPA, JD

October 2, 2002

Phone: 704/424-5450
Fax: 704/424-9785

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Via Federal Express

RE: Ben D. Emerson, D.D.S., M.D., P.A.

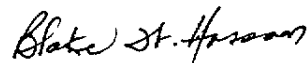
Dear Sir or Madam:

Enclosed please find an original and two (2) conformed copies of the Articles of Incorporation for the above-referenced entity. Our check made payable to the Florida Department of State in the amount of \$70.00 is enclosed for the filing fee. Please note the effective date for formation of this entity as January 1, 2003.

Please return a filed stamped copy to me along with your Certificate. If you have any questions, please call me.

Very truly yours,

McGILL AND HASSAN, P.A.



Blake W. Hassan

BWH/al
Enclosures

FILED
1-1-03
ARTICLES OF INCORPORATION

OF

BEN D. EMERSON, D.D.S., M.D., P.A.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 DEC 23 AM 11:44

I, the undersigned natural person of age eighteen (18) years or more, do hereby associate myself into a professional corporation under the laws of the State of Florida, as contained in Chapter 621 of the General Statutes of Florida, entitled "Professional Service Corporation and Limited Liability Company Act", and to that end do hereby set forth:

I

NAME

The name of the corporation is Ben D. Emerson, D.D.S., M.D., P.A.

II

DURATION

The period of duration of the corporation shall be perpetual.

III

PURPOSE

The purpose or purposes for which the corporation is formed are:

- (a) To engage in every aspect of the practice of dentistry in the State of Florida through persons qualified to practice dentistry in the State of Florida.
- (b) To own and operate an office or offices, including electrical and mechanical equipment, supplies and materials, and all other facilities necessary or used in or incidental to the operation of such practice.
- (c) To engage generally in the business of a dental corporation, or in any business in connection with the foregoing services and incident thereto, not forbidden by the laws of the State of Florida.

The corporation shall carry out such purposes and render such personal services by means of employing duly licensed dentists, assistants and other personnel as are necessary or appropriate, and shall be authorized to receive and collect fees or compensation for the services rendered by such personnel. The corporation shall render professional services only in the field of dentistry, and such services as may be ancillary thereto, and shall not engage in any other

business or profession. Such professional services shall be rendered only through those officers, employees and agents of the corporation who are duly licensed to render such professional services, as required by the laws of the State of Florida.

IV

SHARES

The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000) shares of One Dollar (\$1.00) par value each.

V

MINIMUM CONSIDERATION

The minimum amount of consideration to be received for its shares with which the corporation shall commence business is Five Hundred Dollars (\$500.00).

VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 3730 7th Terrace, Suite 301, Vero Beach, Florida 32960, located in Indian River County; and the name of the initial registered agent at such address is Ben D. Emerson, D.D.S., M.D.

Having been named as registered agent to accept service of process for the above stated corporation 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.

Ben D. Emerson, D.D.S., M.D.
Ben D. Emerson, D.D.S., M.D.,
(Signature Required)

VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is 3730 7th Terrace, Suite 301, Vero Beach, Florida 32960, located in Indian River County.

VIII

DIRECTORS

The number of Directors of the corporation may be fixed by the By-Laws of the corporation, but at least one (1) director shall be a "licensee." The number of Directors shall not be less than three (3) if there are three (3) or more shareholders of the outstanding stock of the corporation; provided, however, that so long as all the shares of the corporation are owned of record by either one (1) or two (2) shareholders the number of Directors may be fewer than three (3) but not fewer than the number of such shareholders.

The number of Directors constituting the initial Board of Directors shall be one (1); and the name and address of the person who is to serve as Director until the first meeting of the shareholders or until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Ben D. Emerson, D.D.S., M.D.	3730 7th Terrace, Suite 301 Vero Beach, Florida 32960

IX

INCORPORATOR

The name and address of the incorporator, who is a resident of the State of Florida and is legally authorized to render professional dental services in Florida is:

Ben D. Emerson, D.D.S., M.D.	3730 7th Terrace, Suite 301 Vero Beach, Florida 32960
------------------------------	--

X

POWERS

In addition to the general powers granted corporations under the laws of the State of Florida, the corporation shall have such power and authority as may be incident to the functions and purposes for which this corporation is formed as set out in Article III hereinabove, and shall have full power and authority to own real and personal property necessary or appropriate for rendering professional services in dentistry and to invest in real estate, mortgages, stocks, bonds and any other types of investments.

XI

EFFECTIVE DATE

The effective date of this incorporation shall be 12:01 a.m. January 1, 2003.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal, this the 18th day
of December, 2002.

Ben D. Emerson, D.D.S., M.D. (SEAL)
Ben D. Emerson, D.D.S., M.D.,
Incorporator