Division of Corporations

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alabrese AKERMAN, SENTERFITT & ELDSON, P.A.

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#### FLORIDA PROFIT CORPORATION OR P.A.

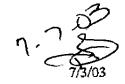
FLORIDA DENTAL MANAGEMENT GROUP, INC.

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## ARTICLES OF INCORPORATION OF FLORIDA DENTAL MANAGEMENT GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

#### ARTICLE I NAME

The name of the corporation is FLORIDA DENTAL MANAGEMENT GROUP, INC. (hereinafter called the "Corporation").

### ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

2801 Ponce de Leon Blvd., Suite 600 Coral Gables, Florida 33134

## ARTICLE III PURPOSE

The purpose for which the Corporation is organized is to transact any lawful business.

#### ARTICLE IV CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$.001 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

## ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: One S.E. Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is: American Information Services, Inc.

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#### ARTICLE VI INCORPORATOR

The name and street address of the incorporator of the Corporation is: Stacey Dorvilus, One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

#### ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

## ARTICLE VIII BYLAWS

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of July, 2003.

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Stacey Dorvilus, Sole Incorporator

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#### CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE FALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3rd day of July, 2003.

AMERICAN INFORMATION SERVICES, INC.

Angelica M. Calabrese, Assistant Secretary

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