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FLORIDA PROFIT CORPORATION OR P.A.

Palm Springs Dental Associates, P.A.

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TALLAHASSEE FLORIDA

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CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

PALM SPRINGS DENTAL ASSOCIATES, P.A.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a professional association under the provisions of the Florida Statutes.

ARTICLE I

The name of this professional association is PALM SPRINGS DENTAL ASSOCIATES, P.A.

ARTICLE II

The general nature of the business to be transacted by this professional association is:

(a) To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to engage in the professional service of medicine;

(b) To invest the funds of the professional association in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional service of dental medicine;

(c) To do everything necessary or proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the professional association.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the professional association otherwise permitted by law.

Prepared by:

John J. Raymond, Jr.

BUTZEL LONG, P.C.

1200 North Federal Highway, Ste. 420

Boca Raton, FL 33432 (561) 368-2151

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ARTICLE III

The aggregate number of shares which the professional association shall have the authority to issue shall be 1,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the professional association shall be 3112 South Congress Avenue, Suite B, Palm Springs, Florida 33461. The name of the professional association's initial registered agent is John J. Raymond, Jr., located at 1200 North Federal Highway, Suite 420, Boca Raton, Florida 33432.

ARTICLE V

The number of directors constituting the initial Board of Directors of this professional association is one (1). The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Sreedevi Shankariah, M.D.	3112 S. Congress Avenue, Suite B Palm Springs, Florida 33461

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is John J. Raymond, Jr., as authorized representative for Sreedevi Shankariah, M.D., 1200 North Federal Highway, Suite 420, Boca Raton, Florida 33432.

ARTICLE VII

It is the intention of the professional association to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the professional association shall so elect, they may exercise all powers and conduct the business and affairs of this professional association in lieu of the Board of Directors.

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ARTICLE IX

Directors of this professional association need not be residents of the State of Florida, unless otherwise provided in the by-laws of the professional association.

The shareholders of this professional association shall have exclusive authority to fix the compensation of directors of this professional association, unless otherwise provided in the by-laws.

ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The professional association, its shareholders, or any combination of the professional association and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 17th day of February, 2004.



John J. Raymond, Jr., Authorized
Representative for Sreedevi
Shankariah, M.D.

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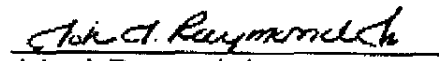
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That, desiring to organize under the laws of the State of Florida, PALM SPRINGS DENTAL ASSOCIATES, P.A., with its principal place of business at 3112 S. Congress Avenue, Suite B, Palm Springs, Florida 33461, has named John J. Raymond, Jr. as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated professional association, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON of my duties.


John J. Raymond, Jr.

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