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Law Offices
John S. Norton, Jr., P.A.
Attorney and Counselor of Law
431 North Grandview Avenue
Daytona Beach, Florida 32118

Telephone 386-239-0770
Fax 386-254-3190

Via UPS Overnight Delivery

May 5, 2004

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, FL 32301

Re: James D. Crandall, P.A.

Dear Sir or Madam:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the above entity, the original having been executed by the incorporation and the registered agent named in the Articles. Kindly file the original Articles in your office and provide us with a certified copy.

This firm's check in the amount of \$78.75 is enclosed to cover the following costs:

1. Filing fee for Articles
2. Certified copy of Articles
3. Filing fee for designation of registered agent

Thank you for your prompt attention.

Sincerely,

JOHN S. NORTON, JR., P.A.



John S. Norton, Jr.

JSN/wat
Enclosures
cc: James D. Crandall, P.A.

ARTICLES OF INCORPORATION

OF

JAMES D. CRANDALL, P.A.

A Florida Professional Corporation

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CLERK OF COURT
JAMES D. CRANDALL, P.A.

ARTICLE I
NAME

The name of the professional corporation is James D. Crandall, P.A.

ARTICLE II
DURATION

The duration of the corporation is perpetual. The date and time of commencement of the corporate existence shall be the date and time of the filing of these Articles of Incorporation by the Department of State of the state of Florida.

ARTICLE III

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of Dentistry, and all its fields of specializations, as are engaged in by Dentists pursuant to Chapter 466, Florida Statutes.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein, except as allowed by law.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV
SHARES

a. The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 3755-A Nova Road, Port Orange, FL 32119.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 431 North Grandview Avenue, Daytona Beach, Florida. The name of the initial registered agent of the corporation at such address is John S. Norton, Jr., P.A.

ARTICLE VII DIRECTOR

The number of directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as the member thereof are as follows:

James D. Crandall, 3755-A Nova Road, Port Orange, FL 32119

The number of directors may be changed from time to time by the Bylaws.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator of the corporation is as follows:

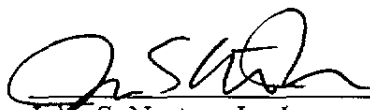
John S. Norton, Jr.
431 North Grandview Avenue
Daytona Beach, Florida 32118

ARTICLE IX SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts

employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles this 5th day of May, 2004.



John S. Norton, Jr., Incorporator

STATE OF FLORIDA)

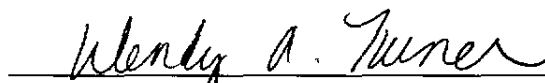
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 5th day of May 2004, by John S. Norton, Jr.

(OFFICIAL SEAL)



Wendy A. Turner
Commission # DD285030
Expires June 1, 2004
Bonded Troy Fain - Insurance, Inc. 800-385-7919



Notary Public, State of Florida

Commission No.:

My Commission Expires:

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts designation as registered agent of James D. Crandall, P.A. for service of process within the state of Florida.

JOHN S. NORTON, JR., P.A.

By:



John S. Norton, Jr., President

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