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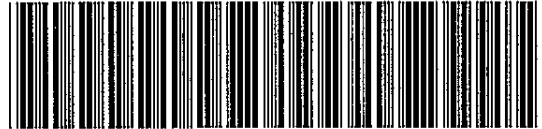
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FILED
05 OCT 19 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/20/05
BWK

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY
JOHN M. BENTON
BETHANY RAY REICHARD
TARA B. VAN ROOY

H. LEON HOLBROOK
(1926-2005)

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October 14, 2005

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Dr. John R. Kelley & Associates, P.A.

Dear Sir:

Enclosed are original and one copy of Articles of Incorporation for the referenced corporation. Please file the original and return a stamped copy to me. Our check for \$70.00 is enclosed to cover the fees.

If you have any questions concerning the enclosed, please call me.

Sincerely yours,



KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures

ARTICLES OF INCORPORATION
OF
DR. JOHN R. KELLEY & ASSOCIATES, P.A.

FILED
05 OCT 19 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby present these Articles for the formation of a corporation under the Professional Corporation Act and other laws of the State of Florida.

ARTICLE I

The name of this corporation is: DR. JOHN R. KELLEY & ASSOCIATES, P.A.

ARTICLE II

The general nature of the business to be transacted by this corporation is: 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 or otherwise legally authorized to render such professional services within this State. To invest the funds of this corporation 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 services.

To do all and everything necessary and 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 amendments thereof, and either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code.

The shareholders shall have preemptive rights.
Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin on October 13, 2005.

ARTICLE V

The initial post office address of this corporation in the State of Florida is Suite 3125, One Independent Drive, Jacksonville, Florida 32202. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have two (2) Directors, initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the member of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
John R. Kelley	Suite 5 3733 Southside Boulevard Jacksonville, FL 32216
Susan K. Kelley	Suite 5 2722 Southside Boulevard Jacksonville, FL 32216

ARTICLE VIII

The name and post office address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Kathleen Holbrook Cold	One Independent Drive Suite 2301 Jacksonville, Florida 32202

ARTICLE IX

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in or a director or officer of such other corporation. Every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XII

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida, and of the

purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholders as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the Board of Directors of this corporation, setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XIII

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. All rights of shareholders are subject to this reservation.

ARTICLE XV

The registered office shall be One Independent Drive, Suite 2301, Jacksonville, Florida 32202, and the registered agent at that same address is Kathleen Holbrook Cold.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 17 day of October, 2005.


KATHLEEN HOLBROOK COLD

ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


KATHLEEN HOLBROOK COLD