

DEC-14-2005 WED 03:52 PM Beggs And Lane
Division of Corporations

FAX NO. 8504693331

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**Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Bayou Dental, P.A.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
BAYOU DENTAL, P.A.**

The undersigned subscriber to these articles of incorporation adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, chapter 621, Florida Statutes, and other laws of the State of Florida.

ARTICLE I NAME

The name of the professional service corporation is Bayou Dental, P.A. ("Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal office and mailing address of Corporation is 4461 Bayou Blvd., Pensacola, Florida 32503.

ARTICLE III PURPOSE

Corporation is formed to engage in every phase and aspect of the practice of dentistry. In addition, Corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV CAPITAL STOCK

The capital stock of Corporation shall be 100 shares of common stock having a par value of \$1.00 per share. None of the shares of Corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

ARTICLE V REGISTERED OFFICE AND AGENT

The initial street address of Corporation's registered office is 501 Commendancia Street, Pensacola, Florida 32502. The initial registered agent for Corporation at that address is Beggs & Lane, A Registered Limited Liability Partnership.

ARTICLE VI BOARD OF DIRECTORS

The business of Corporation shall be managed by its board of directors. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors are:

James D. Callahan, Jr.
4461 Bayou Blvd.
Pensacola, Florida 32503

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ARTICLE VII INCORPORATOR

The name and address of the person signing these articles of incorporation as incorporator are:

James D. Callahan, Jr.
4461 Bayou Blvd.
Pensacola, Florida 32503

ARTICLE VIII RESTRAINT ON ALIENATION OF SHARES

The shareholders of Corporation shall have the power to include in the bylaws, or by separate agreement adopted by two-thirds of Corporation's shareholders, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of Corporation may sell or transfer stock in Corporation except to another individual who is licensed to practice dentistry in the State of Florida. If any shareholder becomes legally disqualified to practice dentistry in the State of Florida, that shareholder's shares of stock shall immediately become subject to purchase by the other shareholders in accordance with the bylaws adopted by the shareholders.

ARTICLE IX SHAREHOLDER VOTING AND AMENDMENT

Any action permitted or required to be taken by a vote of the shareholders shall require the consent of the shareholders owning two-thirds of the outstanding stock in Corporation. Only the shareholders owning two-thirds of the outstanding stock in Corporation may amend these articles or Corporation's bylaws.

ARTICLE X EFFECTIVE DATE

The effective date for the beginning existence of the Corporation shall be December 12, 2005, and it shall have perpetual duration.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on this 13 day of December, 2005.

By: 
James D. Callahan, Jr.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bayou Dental, P.A. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under section 607.0501(3), Florida Statutes.

BEGGS & LANE, a Registered Limited
Liability Partnership


By: 

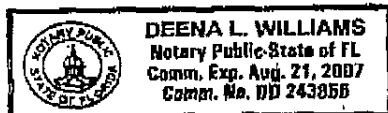
David E. Hightower

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing Articles of Incorporation and Acceptance of Registered Agent was acknowledged before me by David E. Hightower on behalf of Beggs & Lane on this 14th day of December, 2005; David E. Hightower is personally known to me.

-SEAL-


NOTARY PUBLIC



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