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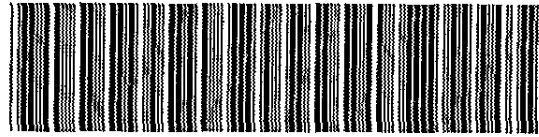
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUL 11 2007

**Bruce J. Sperry, P.A.**

*Attorney at Law*

1003 Alexander St. South  
Suite 1  
Plant City, Florida 33563-8400

Telephone  
(813) 754-3030

Telecopier  
(813) 754-3928

July 9, 2007

VIA FEDEX

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: MICHAEL S. MATHEWS, D.M.D., P.A.

Dear Sir or Madam:

Please find enclosed original and one copy of the Articles of Incorporation of MICHAEL S. MATHEWS, D.M.D., P.A., together with my firm check in the amount of \$78.75 to cover the following costs:

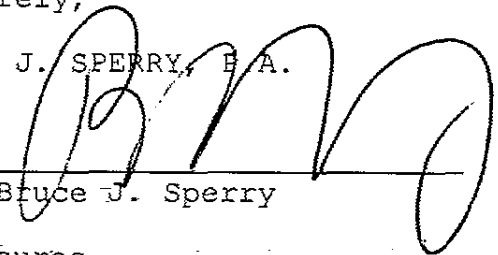
Filing Fee	\$35.00
Certified Copy	\$ 8.75
Resident Agent Form	<u>\$35.00</u>
Total	\$78.75

After this Charter has been approved and filed, I would appreciate your sending a certified copy of same to my office by regular United States mail.

Thank you for your attention to this matter.

Sincerely,

BRUCE J. SPERRY, P.A.

By:   
Bruce J. Sperry

Enclosures  
bjs\corp\A\1971.st.ltr

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MICHAEL S. MATHEWS, D.M.D., P.A.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby determines to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be MICHAEL S. MATHEWS, D.M.D., P.A.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in the practice of dentistry and any lawful act or activity for which a professional service corporation engaged in such profession may be organized under the Professional Service Corporation and Limited Liability Company Act and in which such a corporation is permitted to engage under other applicable law.

In furtherance of its corporate purposes, the Corporation shall have all the general and specific powers and rights granted to and conferred by the Professional Service Corporation and Limited Liability Company Act. In addition, the corporation may invest the funds of the professional service corporation 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 III. CAPITAL STOCK

The authorized capital of this Corporation shall be Two Thousand (2000) shares of One and No/100 (\$1.00) Dollar par value, to be known as common stock payable in lawful money of the United States of America, said stock to be fully paid and non-assessable. Said stock shall be issued in units of one share or multiples thereof.

Subject to the provisions of the Professional Service Corporation and Limited Liability Company Act, this Corporation may enter into contracts with any party, natural or otherwise, including its Stockholders, for or relating to the sale and/or purchase of any number of shares of the capital stock of this Corporation, whether then held by the Corporation or by its said Stockholders, on such terms and conditions as may be necessary, in the opinion of the Board of Directors of said Corporation, and to insure the success of any such contractual agreements, stock

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options, and stock purchase agreements by and between the Stockholders of the Corporation, and may make the capital stock of this Corporation subject to the terms and provisions of any such agreement or agreements, provided only that this Corporation shall not purchase or redeem any of its capital stock in such manner as to reduce the aggregate amount of the assets of this Corporation, at a fair and just valuation, below an amount sufficient to equal all outstanding and remaining capital stock of the Corporation, plus all other liabilities of the Corporation, and, provided further, that no such purchase or redemption shall operate as a reduction of the number of shares which this Corporation is authorized to have outstanding, and, provided further, that such shares purchased or redeemed by this Corporation may be held in the treasury of the Corporation subject to reissue for sufficient consideration by the Board of Directors of this Corporation.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is One Thousand and No/100 Dollars (\$1000.00).

#### ARTICLE V. TERM OF EXISTENCE

This Corporation shall exist perpetually.

#### ARTICLE VI. ADDRESS

The initial address of the principal office of this Corporation in the State of Florida is: 2005 Thonotosassa Road, Suite A, Plant City, Florida 33563. The mailing address of the Corporation in the State of Florida is: 2005 Thonotosassa Road, Suite A, Plant City, Florida 33563. The Board of Directors from time to time may move the principal office to any other address in Florida.

#### ARTICLE VII. DIRECTORS

This Corporation shall have not less than one (1) Director; however, the number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders. Upon an increase in the number of Directors, the additional directorships so created may be filled in the first instance in the same manner as a vacancy in the Board of Directors.

#### ARTICLE VIII. INITIAL DIRECTOR

The name and post office address of the first member of the Board of Directors is: MICHAEL S. MATHEWS, 2005 Thonotosassa Road, Suite A, Plant City, Florida 33563.

ARTICLE IX. INCORPORATOR

The name and post office address of the Incorporator to the Articles of Incorporation is: MICHAEL S. MATHEWS, 2005 Thonotosassa Road, Suite A, Plant City, Florida 33563.

ARTICLE XIV. DUPLICATE CERTIFICATES

Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together with a bond of indemnity with satisfactory security as determined by the Board of Directors of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE XV. AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI. REGISTERED AGENT AND OFFICE

In compliance with Chapters 48 and 607, Florida Statutes, MICHAEL S. MATHEWS, D.M.D., P.A. does hereby designate MICHAEL S. MATHEWS, as its registered agent, and the office of the Corporation located at 2005 Thonotosassa Road, Suite A, Plant City, Florida 33563, as its registered office.

  
\_\_\_\_\_  
MICHAEL S. MATHEWS

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 6<sup>th</sup> day of July, 2007, by MICHAEL S. MATHEWS, the person named in the foregoing Articles of Incorporation as Incorporator, who declared his identity and who has produced his Driver's License as personal identification.

CAROLYN WALDEN  
Notary Public, State of Florida  
My comm. exp. July 18, 2008  
Comm. No. DD 324693

  
\_\_\_\_\_  
Notary Public, State of Florida  
My commission expires: 7-18-08

REGISTERED AGENT ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing MICHAEL S. MATHEWS, D.M.D., P.A., I hereby accept and agree to act in this capacity and agree to comply with the laws of the State of Florida in all respects.

  
MICHAEL S. MATHEWS

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