

RICHARD G. HATHAWAY, P.A.

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5001 BROADWAY ROAD, SUITE 200
JACKSONVILLE, FLORIDA 32216

P9500009817

January 25, 1995

RECEIVED
JAN 31 1995

Corporations Division
Office of the Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Jeffrey T. Tomamichel, D.D.S., P.A.

Gentlemen:

Enclosed is the original Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Fees	\$ 35.00
Registered Agent	
Designation	<u>\$ 35.00</u>
	\$ 70.00

Please file the Articles and confirm the filing as quickly as possible.

With kindest regards,

EFFECTIVE DATE

1-26-95

Richard G. Hathaway
Richard G. Hathaway

Enclosures

RGH/ej

T. BROWN FEB - 3 1995

EFFECTIVE DATE

1-26-95

ARTICLES OF INCORPORATION OF JEFFREY T. TOMAMICHEL, D.D.S., P.A.

35 FILED
JAN 31 1995
REC'D

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I Name

Section 1.1. Name. The name of this professional corporation is Jeffrey T. Tomamichel, D.D.S., P.A., whose mailing address is: 3984 South Third Street, Jacksonville, Florida 32250.

Article II Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III Purpose

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging 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 practice dentistry therein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other state or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Article IV Capital Stock

Section 4.1. Authorized Capital. The maximum number of

shares of stock which this corporation is authorized to have outstanding at any one time in 1,000,000 shares having a par value of \$.01 per share. No person other than one licensed to practice dentistry in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article V
Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 7077 Bonneval Road, Suite 200, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Richard G. Hathaway.

Article VI
Directors

Section 6.1. Number. This professional corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the members of the first board of directors of this professional corporation, all of whom are licensed to practice dentistry in the State of Florida, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Jeffrey T. Tomamichel, D.D.S.	3984 South Third Street Jacksonville, Florida 32250

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII
Bylaws

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII
Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, who is licensed to practice dentistry in the State of Florida, is:

Jeffrey T. Tomamichel, D.D.S.
3984 South Third Street
Jacksonville Beach, FL 32250

Article IX
Amendment

Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

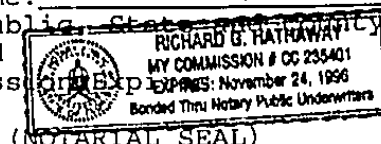
IN WITNESS WHEREOF, the incorporator has executed these Articles the 26th day of January, 1995.

Jeffrey T. Tomamichel
JEFFREY T. TOMAMICHEL

STATE OF FLORIDA
COUNTY OF DUVAL

26th The foregoing instrument was acknowledged before me this day of January, 1995, by Jeffrey T. Tomamichel, who is personally known to me and who did not take an oath.

Richard G. Hathaway
Print Name: _____
Notary Public, State of Florida
Aforesaid _____
My Commission Expires: November 24, 1996

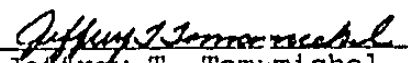


CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091 and 607.014, Florida Statutes, the following is submitted:

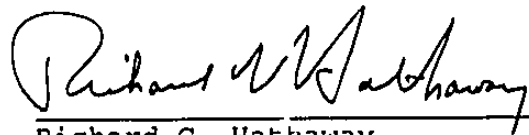
Jeffrey T. Tomamichel, D.D.S., P.A., desiring to organize or qualify under the laws of the State of Florida hereby designates Richard G. Hathaway as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 7077 Bonnevall Road, Suite 200, Jacksonville, Florida 32216.

JEFFREY T. TOMAMICHEL, D.D.S., P.A.


By: Jeffrey T. Tomamichel
Its: President

Dated: January 26, 1995.

Having been named to accept service of process for the above stated corporation, 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 and complete performance of my duties.


Richard G. Hathaway,
Registered Agent

Dated: January 26, 1995.

FILED
95 JAN 31 AM 9 28
SECRET
TALLAHASSEE, FLORIDA