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ARBITRATOR FOR

AMERICAN ARBITRATION ASSOCIATION

CERTIFIED MEDIATOR

February 27, 1995

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Secretary of State
Division of Corporations
Corporate Filing
Tallahassee, Florida

RE: Penny H. Wood, D.M.D., P.A.

To Whom It May Concern:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee, \$35.00.
- B. Certified copy of Articles Of Incorporation, \$52.50.
- C. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,

Sandra Stockwell

Sandra P. Stockwell

SPS/clc
Enclosures

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PENNY H. WOOD, D.M.D., P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Penny H. Wood, D.M.D.,
P.A.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at
the time of the filing of these Articles Of Incorporation by the
Secretary of State. This corporation's duration shall be
perpetual.

ARTICLE III. PROFESSIONAL SERVICE CORPORATION

A. License

This corporation is specifically formed for rendering the
same professional service to the public that the duly
licensed Dentist, under the laws of this state, is
authorized to render.

B. Powers

The powers of the corporation are to:

1. Have all of the powers provided by law except as
limited by the scope of the professional license and
the provisions of the Professional Service Corporation
Act.
2. Request changes in the Certificate Of Incorporation at
any time pursuant to law.

3. Change the street address in this state of the principal office of the corporation and to establish, from time to time, other locations for corporate operations pursuant to the ByLaws, and without the necessity of amending the Certificate of Incorporation.
4. 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 its professional services.
5. Purchase and acquire, in accordance with law and the ByLaws, any or all of its shares, owned and held by any person or entity, who desires to sell, transfer, or otherwise dispose of the said shares.

C. Conflict Of Interest

Provided due notice is given to this corporation:

1. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in, or is a director or officer of, such other corporation.
2. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.
3. No contract, or other transaction of this corporation with any person, firm, or corporation, shall be affected by the fact that any director or officer of

this corporation is in any way connected with such person, firm or corporation.

ARTICLE IV. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the incorporator's professional license and the laws of Florida and the United States Of America.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares at \$1.00 par value shares of common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VII. TRANSFER RESTRICTIONS

No shareholder or personal representative of a shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open

for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares only to another person or entity legally authorized to render the same specific professional services as those for which this corporation was formed.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Penny H. Wood, D.M.D.
758 North Ferdon Boulevard
Crestview, Florida 32536

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: Penny H. Wood, D.M.D., 758 North Ferdon Boulevard, Crestview, Florida 32536.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Penny H. Wood, D.M.D.

ARTICLE XI. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are: Penny H. Wood, D.M.D.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Penny H. Wood, DMD
Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Penny H. Wood, D.M.D., P.A. I hereby state that I am familiar with and accept the duties and

responsibilities as registered agent for Penny H. Wood, D.M.D.,
P.A.

Penny H. Wood, D.M.D.
Penny H. Wood, D.M.D. - Registered Agent

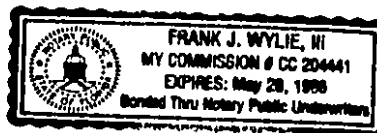
State Of Florida

County Of Leon

On February 24th, 1995, Penny H. Wood, designated above
as the individual who shall serve as the corporation's initial
registered agent, and the individuals, designated above, as the
corporation's incorporators, personally appeared before me and
signed and acknowledged signing these Articles Of Incorporation Of
Penny H. Wood, D.M.D., P.A.

Frank J. Wylie, III
Notary Public

Commission Expiration Date:



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1995 FEB 27 PM 3:45
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA