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SHEPPARD, BRETT & STEWART, P.A.

ATTORNEYS AT LAW

JAY ANDREW W. BRETT
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FORMERLY SHEPPARD & WOOLSELAIR
ESTABLISHED 1924

211 WEST FIRST STREET
P. O. DRAWER 400
FORT MYERS, FLORIDA 33902

W.A. SHEPPARD (1900-1971)
JOHN K. WOOLSELAIR (1906-1968)

JOHN WOOLSELAIR SHEPPARD
OF COUNSEL

TELEPHONE (813) 334-1141
TELETYPE (813) 334-3065

March 13, 1995

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

900001481989
-03/16/95--01096--014
****122.50 ****122.50

Re: PodiaDont, Inc.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	\$ 35.00
	<hr/>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Kind regards,

SHEPPARD, BRETT & STEWART, P.A.

Craig R. Hersch

Craig R. Hersch

CRH:dlb
Enclosures

H-0525

3/17/95

(Signature)

ARTICLES OF INCORPORATION

OF

PediaDont, Inc.

THE UNDERSIGNED, DEBORAH SCHNEIDER, hereby executes this document for the purpose of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is PediaDont, Inc.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence upon filing of these Articles of Incorporation with the Secretary of State, Division of Corporations.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 17101 Captiva Road, Captiva Island, Florida 33924, and the name of the initial registered agent of this Corporation at that address is: DEBORAH SCHNEIDER.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DEBORAH SCHNEIDER	President/Secretary/ Treasurer	P. O. Box 444 Captiva, Florida 33924

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
DEBORAH SCHNEIDER	17101 Captiva Road P. O. Box 444 Captiva, Florida 33924

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have herunto set their hands and seals this 13th day of March, 1995.

Deborah Schneider
Deborah Schneider, Incorporator

STATE OF FLORIDA

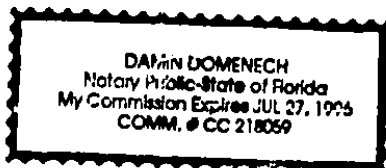
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day of March, 1995, by DEBORAH SCHNEIDER, () who is personally known to me or (X) who produced FL Drivers License as identification.

Damin Domenech
Notary Public

(SEAL)
Comm. Exp. Date:
Comm. Number:

Printed Name of Notary: DAMIN DOMENECH



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT PediaDent, Inc., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF Captiva, COUNTY OF Lee, STATE OF Florida, HAS NAMED Deborah Schneider, LOCATED AT 17101 Captiva Road, Captiva, Lee County, Florida 33924, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

PediaDent, Inc.

(DS)

Signature:

Deborah Schneider
(Corporate Officer)

Title:

President/Secretary/Treasurer

Date:

April 5, 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.

(DS)

Signature:

Deborah Schneider
Resident Agent

Date:

April 5, 1995