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ATTORNEY AT LAW

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September 7, 1995

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Larry E. Todd, D.D.S., P.A.

Gentlemen:

Please find enclosed herewith is the duly executed charter of the above named corporation for filing under the laws of the State of Florida.

I am also enclosing herewith my check in the amount of \$122.50 as payment of the following items:

Filing fee	\$35.00
Registered Agent Fee	35.00
Certified copy	52.50

When you have completed the filing of this charter, will you please furnish me with the certified copy of same.

Thanking you for your cooperation in this matter and with best regards, I am

Very truly yours,


DONALD W. EAKIN

DWE:tnt
encls

B. REGISTER SEP 20 1995

95 SEP 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LARRY E. TODD, D.D.S., P.A.

FILED
95 SEP 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract and a dentist and doctor of dental surgery, hereby presents these articles for formation of a corporation under the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is LARRY E. TODD, D.D.S., P.A.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation shall be at 2323 N.E. 26th Avenue, #110, Pompano Beach, Florida, 33062.

ARTICLE III

PURPOSE

The corporation is formed for the following purposes:

A. To engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist and doctor of dental surgery, 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.

B. To 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 professional services.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with

other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

D. The transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

E. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

RELATIVE RIGHTS OF SHARES OF CAPITOL STOCK

Since this corporation shall issue only one class of stock, to wit: common stock, there shall be no preferences or limitations in respect to the individual shareholders of such stock.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders but shall never be less than one (1) director, provided,

however, that all corporate powers shall be exercised by the stockholders and the business and affairs of the corporation shall be managed under the direction of the stockholders in accordance with By-Laws adopted by the stockholders and provided further that each director of this corporation shall be licensed to practice dentistry in the State of Florida.

ARTICLE VIII

INITIAL DIRECTOR

The name and post office address of the member of the first Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
LARRY E. TODD, D.D.S.	1919 THATCH PALM DRIVE BOCA RATON, FL 33432

ARTICLE IX

INCORPORATORS

The name and post office address of the incorporator of these Articles of Incorporation, dentist and doctor of dental surgery, duly licensed under the laws of the State of Florida to render services as such, is as follows:

<u>Name</u>	<u>Address</u>
LARRY E. TODD, D.D.S.	1919 THATCH PALM DRIVE BOCA RATON, FL 33432

ARTICLE X

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the official registered office of this corporation is 2323 N.E. 26th Avenue, #110, Pompano Beach, Florida, 33062, and the name of the initial Registered Agent of this corporation at that address is LARRY E. TODD, D.D.S.

ARTICLE XI

VOTING TRUSTS

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XII

RESTRAINT ON ALIENATION OF SHARES

The stockholders of this corporation shall have the power to include in the By-Laws, adopted by a simple majority vote of the shares of this corporation issued and outstanding, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the stockholders of this corporation; provided, however, that notice of such regulatory or restrictive provisions shall be plainly written upon the face of such certificate evidencing the ownership of such stock. No stockholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a stockholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specifically called for such purpose. If any stockholder becomes legally disqualified to practice dentistry in the State of Florida, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such stockholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by these stockholders.

ARTICLE XIII

ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. This corporation shall have the power, at its option, to purchase and acquire and redeem any and all of its shares owned and held by any such stockholder as should desire or be required to sell, transfer, or otherwise dispose of his shares, in accord-

ance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

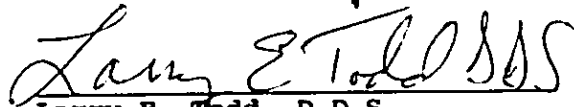
B. This corporation shall have the power to purchase and acquire and redeem the shares owned and held by any stockholder who dies, in accordance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

ARTICLE XIV

BY-LAWS

By-Laws for this corporation, not inconsistent with these Articles of Incorporation or the laws of the State of Florida, shall be adopted by the stockholders of the corporation upon a simple majority vote of the shares of this corporation issued and outstanding and such By-Laws may be amended by vote of not less than a majority vote of the issued and outstanding stock of the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of September, 1995.


Larry E. Todd, D.D.S.

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, LARRY E. TODD, D.D.S., personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes stated therein.

WITNESS my hand and official seal in the County and State
last aforesaid this 1st day of September, 1995.

Donald W. Eakin

Notary Public, State of
Florida

My commission expires:



DONALD W. EAKIN
MY COMMISSION # CC302296 EXPIRES
AUGUST 18, 1997
BONDED THIRD TRUST FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named as the Registered Agent for the foregoing
corporation with a registered office as set forth in the
foregoing Articles of Incorporation, the undersigned hereby
agrees to act in that capacity and to comply with the provisions
of all statutes relative to the proper and complete performance
of my duties.

Larry E. Todd

Larry E. Todd, D.D.S.,

Registered Agent

Dated: 9/12/95

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA