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MCDONALD, FLEMING, MOORHEAD & FERGUSON

Attorneys at Law

Post Office Box 30009

4300 Bayou Boulevard, Suites 12 and 13

Pensacola, Florida 32503-1009

A Partnership of Professional Associations

EFFECTIVE DATE

1/1/96

Bruce A. McDonald

December 28, 1995

Telephone (904) 477-0660

Telecopier (904) 477-4510

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

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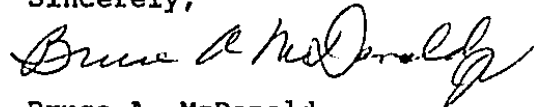
RE: Associated Dental, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation of Associated Dental, Inc. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,



Bruce A. McDonald

BAM/jbw  
Encls.

FILED  
96 JAN -2 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SAB  
1/8/96

EFFECTIVE DATE

1/1/96

**ARTICLES OF INCORPORATION**

**OF**

**ASSOCIATED DENTAL, INC.**

**FILED**

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of this corporation is Associated Dental, Inc.

**ARTICLE II**

**DURATION**

This corporation shall exist perpetually, commencing January 1, 1996.

**ARTICLE III**

**PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

**ARTICLE IV**

**PRINCIPAL OFFICE; MAILING ADDRESS**

The principal office is located at 2505 West Cervantes Street, Pensacola, Florida 32505. The mailing address of the corporation is 2505 West Cervantes Street, Pensacola, Florida 32505.

**ARTICLE V**

**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE VI**

**PREEMPTIVE RIGHTS**

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her 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 VII**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office is 2505 West Cervantes Street, Pensacola, Florida 32505, and the name of this corporation's initial registered agent is Harty B. Mercer.

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is two (2), whose name and address is:

Harty B. Mercer  
2505 W. Cervantes St.  
Pensacola, FL 32505

Jackie Sharp  
2505 W. Cervantes St.  
Pensacola, FL 32505

**ARTICLE IX**

**INCORPORATOR(S)**

The name and address of the incorporator is Harty B. Mercer, at 2505 West Cervantes Street, Pensacola, Florida 32505.

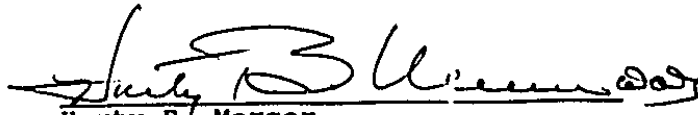
IN WITNESS WHEREOF, the undersigned incorporator has  
executed these Articles of Incorporation this 27<sup>th</sup> day of December  
1995.

  
Marty B. Mercer, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Harty B. Mercer, hereby accept the appointment as Registered Agent for Associated Dental, Inc., and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as set forth in its articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 27<sup>th</sup> day of December 1995.

  
Harty B. Mercer

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TALLAHASSEE, FLORIDA