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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

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MICHAEL H. CAREY
DOUGLAS P. MANSON
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ANDREW M. O'MALLEY
JACK H. PEMPER, JR.
DANIEL D. WHITAKER

RECEIVED
SECRETARY OF STATE
JAN 22 AM 10:35

January 16, 1996

TELEPHONE: (813) 221-8210
FACSIMILE: (813) 221-1430

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

300001695193
-01/22/96--01100--019
****122.50 ****122.50

Re: The Dentishop, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1. Filing fee	\$35.00
2. Designation of Registered Agent	\$35.00
3. Certified copy of Charter	<u>\$52.50</u>

Total \$122.50

AL JAN 26 1996

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/trn
Enclosures

cc: The Dentishop, Inc.

ARTICLES OF INCORPORATION
OF
THE DENTISHOP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 22 AM 10:35

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: THE DENTISHOP, INC.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 3101 West Euclid Avenue, Tampa, Florida 33629.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Daniel D. Whitaker.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles is:

Laura J. Whitaker
3101 West Euclid Avenue
Tampa, Florida 33629

ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The

name and address of the initial director of this corporation is:

Laura J. Whitaker
3101 West Euclid Avenue
Tampa, Florida 33629

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

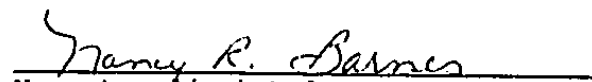
The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

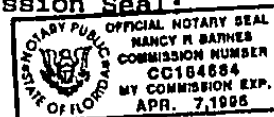
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16th day of January, 1996.


Laura J. Whitaker


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of January, 1996 by Laura J. Whitaker who is personally known to me or who has produced an Drivers License # 41326-530-65-785-D as identification.


Name typed/printed
Notary Public, State of Florida
Commission No:
My Notary Commission Seal:



Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I heroby accept the appointment of registered agent 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.



Daniel D. Whitaker

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