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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 949242 4340257
AUTHORIZATION :
COST LIMIT : • PPS

ORDER DATE : May 10, 1996
ORDER TIME : 9:53 AM
ORDER NO. : 949242
CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
SMITH, HULSEY & BUSEY
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

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DOMESTIC FILING

NAME: CASTLE DENTAL CENTERS OF
FLORIDA, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED
DIVISION OF CORPORATIONS
96 MAY 10 AM 11:14

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5-14-96

ARTICLES OF INCORPORATION
OF
CASTLE DENTAL CENTERS OF FLORIDA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is Castle Dental Centers of Florida, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 29605 U.S. Highway 19 N., Suite 180, Clearwater, Florida 34621.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE V - DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of fiduciary duty by such a director as a director except as expressly provided by the applicable provisions of the Florida Business Corporation Act. No amendment to or repeal of this Article V shall have the effect of creating or increasing liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI - INDEMNIFICATION

A. Right to Indemnification. The Corporation shall indemnify each officer and director of the Corporation, and may indemnify any other person, to the maximum extent permitted by Section 607.0850, Florida Business Corporation Act, or any successor provision, and other applicable laws.

B. Non-Exclusivity of Rights. The rights conferred by this Article VI shall not be exclusive of any other right (including, without limitation, any right relating to indemnification or advancement of expenses) that any director, officer, representative, employee or other agent may have or hereafter acquire under the Florida Business Corporation Act, any other statute or any agreement, or pursuant to a vote of shareholders or directors, or otherwise.

C. Effect of Repeal or Modification. No repeal or modification of this Article VI shall limit the rights of an officer or director to indemnification with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

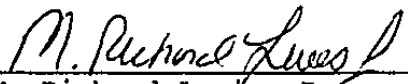
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of May, 1996.



M. Richard Lewis, Jr.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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STATE OF FLORIDA

Pursuant to the provisions of Section 607.0507, Florida Statutes, Castle Dental Centers of Florida, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Castle Dental Centers of Florida, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. Richard Lewis
Its Vice-President

Date: May 9, 1996