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PENNALA PARALEGAL SERVICES

Judy L. Pennala, Ph.D., CLA
1164 26th Avenue N.
St. Petersburg, FL 33704

Telephone (813) 895-2199

October 1, 1996

Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

400001964904
-10/04/96--01033--005
*****122.50 *****122.50

RE: Bay Dental Associates, Inc.

Enclosed please find an original and one copy of the Articles of Incorporation for Bay Dental Associates, Inc. A check for \$122.50 is enclosed.

Very truly yours,



Judy L. Pennala, CLA

FILED
96 OCT -4 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

71 OCT 9 1996

**ARTICLES OF INCORPORATION
OF
BAY DENTAL ASSOCIATES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be BAY DENTAL ASSOCIATES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in the practice of dentistry and to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of \$500.00.

ARTICLE V - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VI - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII - INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 2201 4th St. North, Suite C, St. Petersburg, Pinellas County, Florida 33704. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Robert P. Hearn, D.D.S. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE VIII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by a vote of the then acting Director or Directors by majority rule when approved by the Stockholders, but shall never be less than one (1).

ARTICLE IX - INITIAL DIRECTORS

The name and street address of the members of the initial Board of Directors is:

Robert P. Hearn, D.D.S.

210 Brightwaters Blvd.
St. Petersburg, FL 33704

Preston S. Hearn

210 Brightwater Blvd.
St. Petersburg, FL 33704

The above named Director shall hold office for the first year of existence of the Corporation or until successors are elected.

ARTICLE X - SUBSCRIBER

The name and street address of the undersigned as subscriber to these Articles of Incorporation is: Robert P. Hearn, D.D.S., 2201 4th St. North, Suite C, St. Petersburg, FL 33704.

The undersigned as subscriber certifies that the stock subscribed for will not be less than the amount of capital with which the Corporation shall begin business.

ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his or her personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this Section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him or her to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he or she be liable if in good faith in determining the amount available for dividends or distribution, he or she considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or the By-Laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XIV - DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with

the Department of State, State of Florida, according to the Statutes of the State of Florida.

ARTICLE XV - PRINCIPAL ADDRESS

The initial principal address of the corporation for purposes of communicating with the Secretary of the State of Florida on behalf of the corporation is 2201 4th St. North, Suite C, St. Petersburg, FL 33704.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1 day of October, 1996.

Robert P. Hearn (SEAL)
ROBERT P. HEARN

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary, personally appeared ROBERT P. HEARN, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 1 day of October, 1996.

CHRISTI McHENRY
Notary Public, State Of Florida At Large
My Commission Expires March 23, 1999
Commission Number 0 448082

Christi McHenry
Notary Public

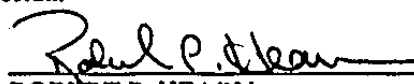
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Robert P. Hearn, D.D.S.
2201 4th St. North, Suite C
St. Petersburg, Florida 33704

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)
ROBERT P. HEARN

FILED
96 OCT -4 PM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA