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RUDI E. HEIDE, P.A.

Enrolled to Practice Before the Internal Revenue Service

823 North Cocoa Blvd., Suite A

Cocoa, Florida 32922

Telephone (407) 631-0220

FAX (407) 631-7464

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 25 PM 1:09

October 22, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Attached is a check in the amount of \$122.50 to cover the cost of filing fees,
Registered Agent designation and a certified copy of the Articles of Incorporation
for Merritt Island Dental Associates, P.A., a Florida for-profit corporation.

Sincerely,

Rudi E. Heide

attach: Check
Articles of Incorporation

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D. BROWN OCT 28 1996

**Articles of Incorporation
of
Merritt Island Dental Associates, P.A.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 25 PM 1:09

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, and admitted to practice as a medical doctor under the laws of the United States and the State of Florida, does hereby form a professional corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Merritt Island Dental Associates, P.A.

ARTICLE II

The nature of the professional service to be rendered by this corporation is the practice dentistry services and all related business necessary thereto, and any other activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Sect. 1244 of the Internal Revenue Code of 1986 as amended.

All of said stock shall be payable in cash, or property other than stock or securities, in lieu of cash at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The initial registered office, the principal office, and the mailing address of the Corporation is located at 4245 N. Courtenay Parkway, Merritt Island, Florida 32953. The initial registered agent is Martin A. Megregian, D.D.S.

ARTICLE VII

The Board of Directors of this corporation shall consist of the stockholders of the corporation.

ARTICLE VIII

The names and addresses of the officers are:

PRESIDENT: MARTIN A. MEGREGIAN, D.D.S., 4245 N. COURTENAY PARKWAY, MERRITT ISLAND,
FLORIDA 32953

SECRETARY: MARTIN A. MEGREGIAN, D.D.S., 4245 N. COURTENAY PARKWAY, MERRITT ISLAND,
FLORIDA 32953

ARTICLE IX

The name and address of the sole subscriber to the Certificate of Incorporation is as follows:

MARTIN A. MEGREGIAN, D.D.S., 4245 N. COURTENAY PARKWAY, MERRITT ISLAND, FLORIDA
32953

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XI

1. None other than an individual who is duly licensed under the laws of the State of Florida as a dentist may own stock of this corporation; nor may any shareholder enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

2. If any officer, stockholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment, that, pursuant to existing law, places restrictions or limitations upon his continued rendering such professional services, he shall sever all employment with, and financial interest in the corporation.

3. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same has been approved at a stockholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

4. In the event there is more than one shareholder in the corporation, before stock is issued to shareholders, they must have negotiated with other shareholders and/or the corporation a buy and sell agreement providing for the redemption or disposition of their stock in the event their interest in the corporation is terminated for any reason. An executed copy of the buy and sell agreement must be filed with the Secretary of the corporation and made part of the records of the corporation.

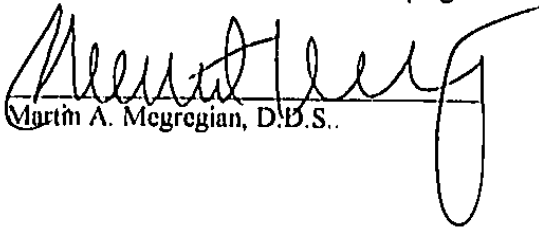
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

Merritt Island Dental Associates, P.A., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Merritt Island, County of Brevard, has named MARTIN A. MEGREGIAN, D.D.S., 4245 N. COURTENAY PARKWAY, MERRITT ISLAND, FL 32953, as its agent to accept service of process within the State.

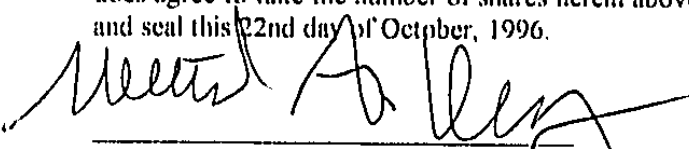
ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and to comply with the provision of said Act relative to keeping said office open.


Martin A. Megregian, D.D.S.

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SECRETARY OF CORPORATIONS
DIVISION
95 OCT 25 PM 1:09


IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinafter named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares herein above set forth, and hereunto sets his hand and seal this 22nd day of October, 1996.


MARTIN A. MEGREGIAN, D.D.S.

STATE OF FLORIDA }
COUNTY OF BREVARD }

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Martin A. Megregian, D.D.S., who is personally known to me and who took an oath to be the person described in and who executed the foregoing instrument and he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS MY HAND and official seal this 22nd day of October, 1996.


NORMA M. HEIDE, NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES ON OCTOBER 6, 1998.



NORMA M. HEIDE
MY COMMISSION # CC411833 EXPIRES
October 6, 1998
BONDED THRU TROY FAIR INSURANCE, INC.