

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Dental & Vision Express, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	11/13/96 01026 031	
<input type="checkbox"/> Annual Report/Reinstatement	****122.50 ****122.50	
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 NOV 14 AM 8:54
DIVISION OF CORPORATIONS

November 13, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: DENTAL & VISION EXPRESS, INC.
Ref. Number: W96000024039

We have received your document for DENTAL & VISION EXPRESS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 896A00051822

*corrected
Thanks!*

ARTICLES OF INCORPORATION
OF
DENTAL & VISION EXPRESS, INC.

FILED
96 NOV 14 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is:

DENTAL & VISION EXPRESS, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of transacting any business lawful under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock the corporation is authorized to have outstanding at any time shall be Five Hundred (500), with a normal par value of One and 00/100 (\$1.00) Dollar per share.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the same price at which it is offered to others.

ARTICLE VI

The principal office of this corporation shall be located at 1776 North Pine Island Road, Suite 118, City of Plantation, County of Broward, State of Florida.

ARTICLE VII

The street address of the initial registered office of this corporation is 7595 N.W. 44th

Street, Lauderhill, FL 33319, and the name of the initial registered agent of this corporation is Reggie Harden

ARTICLE VIII

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Mark Walton	30211 Avenida De Las Banderas - Suite 120 Rancho Santa Margarita, CA 92688
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Robert Oosdyke	30211 Avenida De Las Banderas - Suite 120 Rancho Santa Margarita, CA 92688
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ARTICLE IX

The name and address of the person subscribing to these Articles of Incorporation is as follows:

Mark Walton	30211 Avenida De Las Banderas - Suite 120 Rancho Santa Margarita, CA 92688
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Robert Oosdyke	30211 Avenida De Las Banderas - Suite 120 Rancho Santa Margarita, CA 92688
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ARTICLE X

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Florida Statutes 607.

ARTICLE XI

It is the intent of the initial subscriber to initially qualify this corporation under Internal Revenue Service Code Section 1244, and all applicable regulations at the initial incorporation date.

ACKNOWLEDGMENT

Having been named to accept service of process for DENTAL & VISION EXPRESS, INC., at the place designated in Article VII, I hereby accept such appointment and agree to comply with the provisions of the Florida General Corporate Act, Florida Statute 607, relative

to keeping said office open.

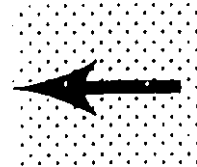

REGGIE HARDEN

WE, the undersigned, being the original Subscribers to these Articles of Incorporation for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this 28 day of October, 1996.




MARK WALTON


ROBERT OOSDYKE




**SIGN
HERE**

STATE OF CALIFORNIA)
) ss:
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared MARK WALTON, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal in the State and County above set forth this 28 day of October, 1996.


NOTARY PUBLIC, State of California
Print Name: Susan D. Drew
My Commission expires: 1/28/00

STATE OF CALIFORNIA)
COUNTY OF ORANGE) ss:

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared ROBERT OOSDYKE, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal in the State and County above set forth this 28 day of October, 1996.

Susan D. Drew
NOTARY PUBLIC, State of California
Print Name: Susan D. Drew

My Commission expires: 1/28/00

