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GOTTLIEB & GOTTLIEB, P.A.
ATTORNEYS AND COUNSELORS AT LAW
2475 Enterprise Road, Suite 100
Clearwater, Florida 34623
(813) 791-1977
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December 27, 1996

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE FLORIDA 32314

500002041805--4
-12/31/96--01033--018
****122.50 ****122.50

In Re: Kenneth B. Rogers, D.M.D., P.A.

Gentlemen:

Enclosed are the original and one copy of the *Articles of Incorporation* and the *Acceptance of Appointment as Registered Agent* of the above-captioned corporation.

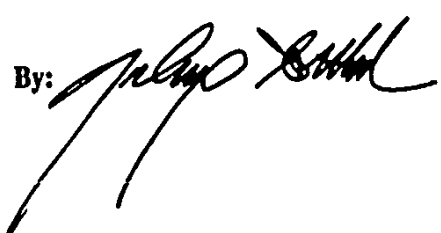
Also enclosed, please find our check in the amount of \$122.50 which comprises the filing fee of \$35.00, certified copy fee of \$52.50, and registered agent designation fee of \$35.00; all for the above-captioned corporation.

Please file the enclosed documents and return a certified copy to the undersigned.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely yours,

GOTTLIEB & GOTTLIEB, P.A.

By: 

kf
Encs.

F. CHANDLER JAN 3 1997

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 CORPORATE NAME - The name of the Corporation is:

Kenneth B. Rogers, D.M.D., P.A.

2 PRINCIPAL OFFICE - The principal place of business and mailing address of this corporation shall be:

**1550 1st Street South
Winter Haven, FL 33880**

3 PURPOSES - The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

3.1 To engage in every aspect of the practice of Dentistry, and all its fields of specializations, as are engaged in by Dentists.

3.2 To engage and render the professional services involved only through its officers, agents and employees who shall be Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

3.3 To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

4 CAPITAL STOCK - The number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1,000). The Corporation elects to have preemptive rights. The shares shall be issued only to Dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

5 DURATION - The Corporation shall have perpetual existence.

6 INITIAL REGISTERED AGENT AND ADDRESS - The name and address of the initial registered agent is:

**GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 34623**

ARTICLES OF INCORPORATION

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7 INCORPORATOR - The name and street address of each incorporator to these Articles of Incorporation are:

GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 34623

8 INFORMAL SHAREHOLDER ACTION - Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

9 BOARD OF DIRECTORS - The corporation shall have a Board of Directors consisting of one (1) person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Kenneth B. Rogers, D.M.D., P.A.
1550 1st Street South
Winter Haven, FL 33880

10 INFORMAL DIRECTOR ACTION - Any action of the Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

11 SEVERANCE AND TERMINATION OF EMPLOYMENT - If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restriction or limitations on his or her continued rendering of such professional services, he or she shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the corporation, except that such shares shall not be entitled to dividends.

12 INDEMNIFICATION - The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLES OF INCORPORATION

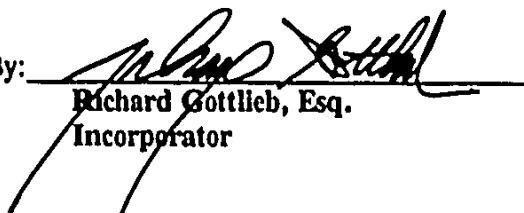
Page 3

13 BYLAW AMENDMENT - The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Shareholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 27, 1996.

GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law

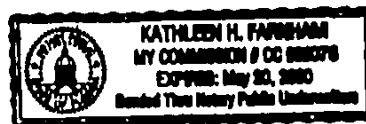
By:


Richard Gottlieb, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.

The foregoing Articles of Incorporation were acknowledged before me on December 27, 1996, by Richard Gottlieb, who is personally known to me.


Notary Public



**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

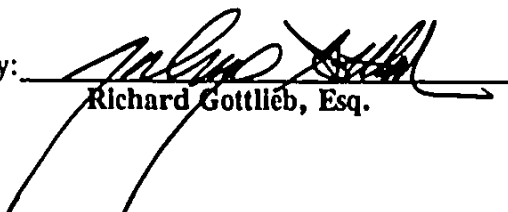
for

KENNETH B. ROGERS, D.M.D., P.A.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with, and accept, the obligations of our position as Registered Agent.

**GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 34623**

By: _____


Richard Gottlieb, Esq.

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TALLAHASSEE, FLORIDA