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KIPNIS TESCHER LIPPMAN VALINSKY & KAIN

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

January 14, 1997

TESCHER, LIPPMAN, VALINSKY & KRAIN

SUBJECT: DANIEL G. KELLY, D.D.S., P.A.
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ARTICLES OF INCORPORATION
OF
DANIEL G. KELLY, D.D.S., P.A.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Professional Service Corporation for the purpose of operating a dental practice.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Daniel G. Kelly, D.D.S., P.A.

SECOND: The principal office of the Corporation shall be located at 2734 N.W. 183rd Street, Suite 202, Opa Locka, Florida 33056. The mailing address of the Corporation is 2734 N.W. 183rd Street, Suite 202, Opa Locka, Florida 33056.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 100, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased or decreased by the bylaws.

The name and address of the person who is to serve as the member of the initial Board of Directors of the Corporation is as follows:

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Prepared by: Kipnis Tescher Lippman Valinsky & Kain
One Financial Plaza, Suite 2308
Fort Lauderdale, Florida 33394
(954) 467-1965
Steven N. Lippman 1
Florida Bar No. 709638

0147/94-14001

NAME

ADDRESS

Daniel G. Kelly

2734 N.W. 183rd Street, Suite 202
Opa Locka, Florida 33056

SIXTH: The name of the initial registered agent of the Corporation in the State of Florida is Daniel G. Kelly and the address of the initial registered agent of the Corporation is 2734 N.W. 183rd Street, Suite 202, Opa Locka, Florida 33056.

SEVENTH: The name and address of the incorporator is:

NAME

ADDRESS

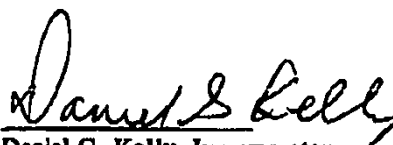
Daniel G. Kelly

2734 N.W. 183rd Street, Suite 202
Opa Locka, Florida 33056

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Professional Service Corporation and the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed the same.

Signed on January 13, 1997


Daniel G. Kelly, Incorporator

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Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Professional Service Corporation and the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Daniel G. Kelly

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