



**THE UNITED STATES
CORPORATION
COMPANY**

P97000021047

ACCOUNT NO. : 072100000032

REFERENCE : 281944 4306424

AUTHORIZATION :

COST LIMIT : \$ PPD

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FILED
97 MAR -5 PM 12:08

ORDER DATE : March 5, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 281944-010

CUSTOMER NO: 4306424

CUSTOMER: Debra Kirschner, Legal Asst
STEEL HECTOR & DAVIS

41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

0000021051037-1-5
00000000000000000000
00000000000000000000

Please
file
and
thanks!

DOMESTIC FILING

NAME: DENTAL NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
97 MAR -5 AM 10:39
DIVISION OF CORPORATION

W97-5178

K.R. MAR - 5 1997

K.R. MAR - 7 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: DENTAL NETWORK, INC.
Ref. Number: W97000005178

RUSH WILL WAIT

We have received your document for DENTAL NETWORK, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A00011376

RECEIVED
97 MAR -7 AM 8:43
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
DENTAL NETWORK, INC.

FILED
97 MAR -5 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

DENTAL NETWORK, INC.

ARTICLE II. NAME OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HENRY C. TIE SHUE
5775 BLUE LAGOON DRIVE
SUITE 400
MIAMI, FL 33126

The Corporate Principal address shall be the same.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporations shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Henry C. Tie Shue
5775 Blue Lagoon Drive
Suite #400
Miami, FL 33126

Stanley I. Shapiro
5775 Blue Lagoon Drive
Suite #400
Miami, FL 33126

Howard Levine
5775 Blue Lagoon Drive
Suite #400
Miami, FL 33126

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

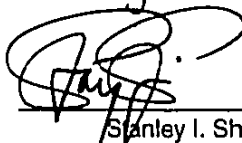
The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

OHS, Inc.
5775 Blue Lagoon Drive
Suite #400
Miami, FL 33126

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Article of Incorporation as of the 24th day of February, 1997.



Stanley I. Shapiro

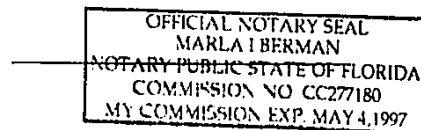
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared Stanley I. Shapiro, as President of Oral Health Services, Inc., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami, Dade County, Florida, this 24th day of February, 1997.

Marla V. Berman
Notary Public, State of Florida

My Commission Expires:



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

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Statutes:

That DENTAL NETWORK, INC., desiring to organize under the laws of the State of Florida, with its initial registered office at 5775 Blue Lagoon Drive, Suite 400, City of Miami, County of Dade, State of Florida, appoints Henry C. Tie Shue, 5775 Blue Lagoon Drive, Suite 400, Miami, FL 33126, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.

By: _____

Henry C. Tie Shue

FILED
97 MAR -5 PM 12:08
SECRET
DATE
TALLAHASSEE, FLORIDA