

Joseph M. Scheyd, Jr. P.A.

ATTORNEY AT LAW

405 MAIN STREET

DESTIN, FLORIDA 32541

TEL (904) 837-1171

FAX (904) 837-3417

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation for Steven Barry, D.M.D., P.A.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,

Tiffany Donaldson
Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

/tjd

Enclosures

300002113993--3

03/14/97--01080--003
*****0000*****70.00

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
MAR 14 AM 11:56

3/p

**ARTICLES OF INCORPORATION
OF**

STEVEN BARRY, D.M.D., P.A.

ARTICLE I - NAME

The name of this corporation is **STEVEN BARRY, D.M.D., P.A.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business in the dentistry profession.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1115 Tallokas Road, Crestview, Florida 32536, and the name of the initial registered agent of this corporation at that address is Robbie Barry.

FILED
97 MAR 14 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Steven Barry
1115 Tallokas Road
Crestview, Florida 32536

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is: Steven Barry, 1115 Tallokas Road, Crestview, Florida 32536.

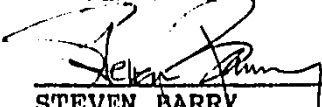
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 12th day of March, 1997.


STEVEN BARRY

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was executed before me this 12th day of March, 1997, by STEVEN BARRY, who is personally known to me or who has produced _____ as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC
My Commission Expires: _____



JOSEPH M. SCHEYD, JR.
MY COMMISSION # CC205692 EXPIRES
March 14, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

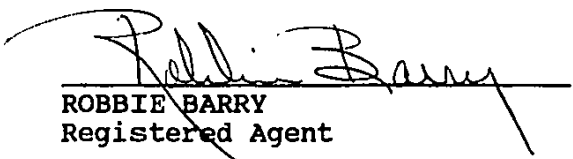
Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Steven Barry, D.M.D., P.A.

2. The name of the registered agent is Robbie Barry. The address of the registered office is 1115 Tallokas Road, Crestview, Florida 32536.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 12th day of March, 1997.


ROBBIE BARRY
Registered Agent

FILED
97 MAR 14 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA