

Member:
Florida, Puerto Rico
and Washington, D.C.
Bars, State and
Federal Courts

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March 31, 1997

State of Florida
Dept. of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

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-04/04/97--01063--005
****122.50 ****122.50

Gentlemen:

Enclosed please find for filing the Articles of Incorporation of Absolute Perfection Dental Consultants, Inc. (name reservation number R97000001353). Also enclosed are two separate Certificates Designating Resident Agent/Registered Office. Each certificate names the same registered office and agent, but are pursuant to separate statutes. Should only one be sufficient for registration purposes, then please disregard the other.

Enclosed is check number 1225 in the amount of \$122.50 drawn on the account of Ronald J. Marzullo, Attorney, as payment for filing fees, certified copy and registered agent designation for the above-named corporation.

Very truly yours,


Ronald J. Marzullo

RJM:SMB

Encs.

NR R97-1353

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -4 AM 9:17



ARTICLES OF INCORPORATION
OF
ABSOLUTE PERFECTION DENTAL CONSULTANTS, INC.

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DIVISION OF CORPORATIONS
97 APR -4 AM 9:17

ARTICLE I. NAME

The name of this corporation is ABSOLUTE PERFECTION DENTAL CONSULTANTS, INC.

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 for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 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 principal office of this corporation is 8120 4th Street North, Suite 6, St. Petersburg, Florida 33702, and the name of the initial registered agent of this corporation is Susan M. Busekrus, 6421 5th Avenue North, St. Petersburg, Florida 33710.

ARTICLE VII. INITIAL 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 By-Laws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

Patricia Annette Southard
5760 73rd St. N.
St. Petersburg, FL 33709

Annegret C. Nickerson
13797 76th Ave. N.
Seminole, FL 33776

ARTICLE VIII. INCORPORATORS

The name and address of the Incorporators signing these Articles is:

Patricia Annette Southard
5760 73rd St. N.
St. Petersburg, FL 33709

Annegret C. Nickerson
13797 76th Ave. N.
Seminole, FL 33776

ARTICLE IX. INDEMNIFICATION

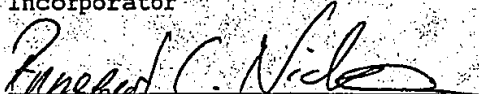
The corporation shall indemnify any Officer or Director or any former officer or director to the full extent permitted by law.

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 Incorporators have executed these Articles of Incorporation on the 1st day of April, 1997.


PATRICIA ANNETTE SOUTHARD
Incorporator



ANNEGRET C. NICKERSON
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Patricia Annette Southard and Annegret C. Nickerson, known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 1st day of April, 1997.

My commission expires:


Notary Public, State of Florida
at Large



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that Absolute Perfection Dental Consultants, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8120 4th Street North, St. Petersburg, Florida 33702, has named Susan M. Busekrus as its agent to accept service of process within Florida at 6421 5th Avenue North, St. Petersburg, Florida 33710.

Dated: 3/31/97

Patricia Annette Southard
Patricia Annette Southard
Director

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Susan M. Busekrus
Susan M. Busekrus
Registered Agent

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

1. The name of the corporation is Absolute Perfection Dental Consultants, Inc.
2. The name and address of the registered agent and office is:

Susan M. Busekrus
6421 5th Ave. N.
St. Petersburg, FL 33710

SIGNATURE Patricia Annette Loutland

TITLE: Director

DATE: 3/31/97

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Susan M. Busekrus

DATE: 3/31/97

REGISTERED AGENT FILING FEE: \$35.00