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KILLGORE PEARLMAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

KENNETH B. GARDNER
FRANK H. KILLGORE, JR.
KRISTINE R. KUTZ
MARK L. ORNSTEIN

940 HIGHLAND AVENUE
ORLANDO, FLORIDA 32803

POST OFFICE BOX 1913
ORLANDO, FLORIDA 32802-1913
TELEPHONE: (407) 425-1020
FAX: (407) 839-3635

CRAIG S. PEARLMAN
T. GREY SQUIRES
MARTIN F. STAMP

1 ALSO MEMBER OF DC & WEST VIRGINIA BAR
2 CERTIFIED CIRCUIT COURT MEDIATOR
3 ALSO MEMBER OF NEW YORK & TEXAS BAR

ROBERT M. STEENBERGH, P.A.
OF COUNSEL

June 25, 1997

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*****122.50 *****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of David Andrew Cohen, D.M.D., M.S., P.A.

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.
Thank you.

Very truly yours,

KILLGORE PEARLMAN

Martin F. Stamp

By: Martin F. Stamp

SIGNED IN ABSENCE
TO PREVENT DELAY IN MAILING

MFS/cb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 27 PM 3:21

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ARTICLES OF INCORPORATION OF
DAVID ANDREW COHEN, D.M.D., M.S., P.A.

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DIVISION OF CORPORATIONS
97 JUN 27 PM 3:21

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and legally authorized to practice the profession of dentistry in the State of Florida, hereby proceeds to form a professional corporation in accordance with the Florida Professional Service Corporation Act, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is DAVID ANDREW COHEN, D.M.D., M.S., P.A.

ARTICLE II. PURPOSE AND NATURE OF BUSINESS

The purpose of the Corporation and the nature of its business are as follows:

1. To engage in the practice of dentistry as a professional service corporation and to provide services incident thereto.
2. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.
3. The services of this Corporation which consist of the practice of dentistry shall be carried out only through officers, employees and agents who are licensed to practice dentistry in the State of Florida.
4. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 1000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. None of the shares of the Corporation may be issued to anyone other than an individual who is duly licensed to practice dentistry in the State of Florida.

ARTICLE IV. DURATION

The Corporation shall have perpetual existence.

ARTICLE V. ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 4234 N.E. 32nd Circle, Ocala, Florida 34479, and the name of its registered agent is DAVID ANDREW COHEN, D.M.D., M.S. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the Registered Agent.

ARTICLE VI. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No person shall serve as a Director of the Corporation unless the person is duly licensed to practice dentistry in the State of Florida. The Directors shall be elected by the shareholders of the Corporation. The name of the person who is to serve as the member of the initial Board of Directors is as follows:

DAVID ANDREW COHEN, D.M.D., M.S.

VII. SUBSCRIBER

The name of the subscriber who is the incorporator of this Corporation and who is duly licensed in the State of Florida to practice dentistry is as follows:

DAVID ANDREW COHEN, D.M.D., M.S.

ARTICLE VIII. RESTRAINT OF ALIENATION

No shareholder may sell or transfer his/her shares in the Corporation except to another individual who is eligible to be a shareholder of the corporation under Florida law.

ARTICLE IX. DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to comply with the Florida Professional Service Corporation Act by severing all employment with and financial interests in the Corporation.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of JUNE, 1997.

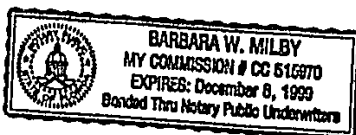
David Andrew Cohen D.M.D., M.S.
DAVID ANDREW COHEN, D.M.D., M.S.

STATE OF FLORIDA

COUNTY OF Marion

The foregoing instrument was acknowledged before me this 16 day of June, 1997, by DAVID ANDREW COHEN, D.M.D., M.S., who is personally known to me or who has produced as identification and who did (did not) take an oath.

NOTARY PUBLIC:



(SEAL)

SIGN: Barbara W. Milby
PRINT: BARBARA W. Milby
State of Florida at Large
My Commission Expires:
Commission No: /Serial No: _____

ACKNOWLEDGEMENT OF REGISTERED AGENT

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

By:

David Andrew Cohen DMD MS

DAVID ANDREW COHEN, D.M.D., M.S.
Registered Agent

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97 JUN 27 PM 3:21