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STEVEN A. SPENCER & ASSOCIATES
ACCOUNTANTS

1900 East Robinson Street
Orlando, Florida 32803

FAX (407) 898-6460
(407) 894-0081

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

August 15, 1997

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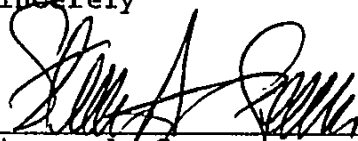
Gentlemen,

Enclosed are the Articles of Incorporation for:
DENTWORKS OF FLORIDA, INC.

Also enclosed is a check for \$122.50 for the following fees:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>\$52.50</u>
Total Fee Due	\$122.50

Sincerely


Steven A. Spencer

FILED
97 SEP 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 9/16/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 28, 1997

STEVEN A. SPENCER & ASSOCIATES
1900 EAST ROBINSON STREET
ORLANDO, FL 32803

SUBJECT: DENTWORKS OF FLORIDA, INC.
Ref. Number: W97000019921

We have received your document for DENTWORKS OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The registered agent must sign accepting the designation.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 397A00043297

ARTICLES OF INCORPORATION

FILED

OF

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DENTWORKS OF CENTRAL FLORIDA, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is:

DENTWORKS OF CENTRAL FLORIDA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is: 1900 E. Robinson St.
Orlando, Fl 32803

The name of the initial registered agent of this corporation at that address is: Steven A. Spencer

ARTICLE V. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The corporation may, by amendment to the By-laws, increase the Board of Directors to more than one. This is initially a one person corporation; provided, however, that by amendment to the By-laws, the number of officers, directors and stockholders may be increased. The name and address of the director of this corporation is:

Richard H. Schulze Jr.

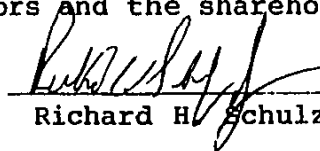
ARTICLE VI. INCORPORATORS

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

Richard H. Schulze Jr.
1900 E. Robinson St.
Orlando, Fl 32803

ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.


Richard H. Schulze Jr.

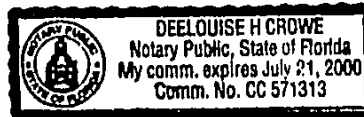
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Richard H. Schulze Jr., who is personally known to me as the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and who did not take an oath, and he or she acknowledged before me that he or she subscribed to those Articles of Incorporation and executed the same.

WITNESS my hand and official seal in the County and State named above, this 15 day of August, 1997.


NOTARY PUBLIC

Deelouise H. Crowe
Printed Notary Signature
My Commission Number: CC 571313
My Commission Expires: July 21, 2000



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

In pursuance of Chapter 48.091. Florida Statutes, the
following is submitted, in compliance with said Act:

First - That DENTWORKS OF CENTRAL FLORIDA, INC.,
desiring to organize under the laws of the State of Florida with
its initial registered and principal office at:

1900 E. Robinson St.

Orlando, FL 32803

has named Steven A. Spencer, located at 1900 E. Robinson St.
Orlando, FL 32803 as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
Certificate, 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: 

Steven A. Spencer

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA