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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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FAX #: (305)541-3770

NAME: HENDERSON PAUL TAYLOR, D.D.S., P.A.
AUDIT NUMBER.....H97000016107
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ARTICLES OF INCORPORATION

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OF

HENDERSON PAUL TAYLOR, D.D.S, P.A.

The undersigned natural person is licensed or otherwise legally authorized to practice the profession of Dentistry in the State of Florida forms a Professional Association (P.A.) 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 HENDERSON PAUL TAYLOR, D.D.S, P.A.

INSTRUMENT PREPARED BY
AND RETURN TO:

BARRY A. EISENSON, ESQ.
Suite 4
541 South State Road 7
Margate, Florida 33068
(305) 971-7610

Florida Bar #233651

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ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) To engage in the practice of dentistry as a professional dental corporation and to carry on services incident thereto. The practice of dentistry is the sole and exclusive professional service to be rendered by this corporation.
- b) To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- c) The professional services of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render professional dental services in the State of Florida.

ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is five hundred (500) shares. Such shares shall be of a single class of common stock, and shall have a par value of One Dollar (\$1.00) per share.

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ARTICLE V - CAPITALIZATION

The amount of capital with which the corporation will begin to practice the profession of dentistry is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - PRINCIPAL OFFICE

The initial street address of the corporation's principal office is:

5609 N.W. 29th. Street
Margate, Florida 33063

ARTICLE VII - MANAGEMENT BY SHAREHOLDERS

The corporation shall be a close corporation within the meaning of, and governed by, the Florida Close Corporation Act. The business of the corporation shall be managed by its shareholders pursuant to Section 608.72 of the Florida Statutes, and there shall be no directors.

ARTICLE VIII - SUBSCRIBERS

The name and address of the subscriber to this corporation is:

HENDERSON PAUL TAYLOR
5609 N.W. 29th. St.
Margate, Florida 33063

ARTICLE IX - DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate

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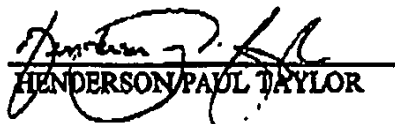
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property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

ARTICLE X - REGISTERED AGENT

The initial registered agent of the Corporation shall be BARRY A. EISENSON, ESQ., located at 541 South State Road 7, Suite #4, Margate, Fla 33068.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 26th day of September, 1997.


HENDERSON/PAUL TAYLOR

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STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME personally appeared HENDERSON PAUL TAYLOR, to me well known
and known to me by having identified himself with Florida Drivers License

T460-335-52-148-0, to be the individual described in and who
executed the foregoing Articles of Incorporation, and he acknowledged before me that he
executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above on this 26
day of September, 1997.


Notary Public

My commission expires:



BARRY A. ERICKSON
MY COMMISSION # 0088708 EXPIRES
September 13, 1998
BOARDS YOU TRY FOR INSURANCE, INC.

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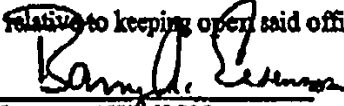
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First--That HENDERSON PAUL TAYLOR, D.D.S., under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Margate, County of Broward, State of Florida, has named BARRY A. EISENSON, 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, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


BARRY A. EISENSEN

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