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October 27, 1997

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Via: Overnight Mail

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

Re: SOUTH COUNTY ORAL SURGERY ASSOCIATES, P.A.

To whom it may concern:

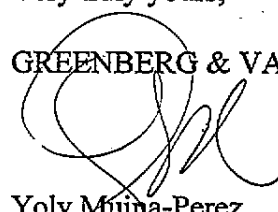
Enclosed an original and one copy of Articles of Incorporation for South County Oral Surgery Associates, P.A. and a check in the amount of \$122.50.

Please file the Articles and return a date-stamped copy to this office in the enclosed self-addressed stamped envelope.

Thank you for your anticipated cooperation.

Very truly yours,

GREENBERG & VAZQUEZ


Yoly Muina-Perez
Legal Assistant

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Enclosure

97 OCT 28 PM 1:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 10/29/97

ARTICLES OF INCORPORATION
OF
SOUTH COUNTY ORAL SURGERY ASSOCIATES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person and duly licensed to practice oral surgery under the laws of the State of Florida, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a Professional Service Corporation pursuant to the provisions of the Professional Service Corporation Act (Chapter 621, Florida Statutes), and the Florida General Corporation Act (Chapter 607, Florida Statutes).

FIRST: The name of the professional service corporation (hereinafter called the "corporation") is South County Oral Surgery Associates, P.A.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

- (a) To engage in every phase and aspect of the practice of oral surgery.
- (b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of the professional services described in this Article.
- (c) To do everything necessary and proper in accomplishing the purposes set forth in this Article and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

FOURTH: This corporation shall have all of the powers conferred upon corporations under the Florida General Corporation Act, except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the Florida General Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which shall have a par value of One (\$0.01) Cent and are of the same class and are to be common shares.

SIXTH: Shares of the corporation's stock shall be issued only to individuals who are duly licensed or otherwise legally qualified to practice oral surgery in the State of Florida.

SEVENTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to

grant for the purchase of shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration; and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

EIGHTH: The address of the initial registered office of the corporation in the State of Florida is 1098 N.W. Boca Raton Boulevard, Suite 1, Boca Raton, Florida 33432, and the name of its initial registered agent at said address is Jeffrey L. Greenberg.

NINTH: The address of the principal office of the corporation is 9960 Central Park Boulevard South, Suite 301, Boca Raton, Florida 33428.

TENTH: The number of directors constituting the initial Board of Directors is one (2). Subsequently, the number of directors shall be determined in accordance with the By-Laws of the corporation.

The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Allan H. Fuhr	9960 Central Park Boulevard South Suite 301 Boca Raton, Florida 33428
David M. Feinerman	9960 Central Park Boulevard South Suite 301 Boca Raton, Florida 33428

ELEVENTH: The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Allan H. Fuhr	9960 Central Park Boulevard South Suite 301 Boca Raton, Florida 33428

TWELFTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented (except to the extent that any of the provisions contained therein are interpreted to be in conflict with the provisions of the Professional Service Corporation Act, and in such event the provisions and sections of the Professional Service Corporation Act shall take precedence over the provisions and sections of the

Florida General Corporation Act), and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

THIRTEENTH: The shareholders of the corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer his stock in the corporation except to another individual who is eligible to be shareholder of the corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting specially called for that purpose. If any officer, director, shareholder, agent, or employee of the corporation becomes legally disqualified to practice oral surgery in the State of Florida, or accepts employment that places restrictions or limitations on his continued practicing of oral surgery in the State of Florida, he shall forthwith sever all employment and financial interests in the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of oral surgical services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to be dividends.

FOURTEENTH: The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

FIFTEENTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on October 23, 1997, in the City of Boca Raton, Florida.



Allan H. Fuhr

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), 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 SOUTH COUNTY ORAL SURGERY ASSOCIATES, P.A.

2. The name and address of the registered agent and office is:

Jeffrey L. Greenberg
1098 N.W. Boca Raton Boulevard
Suite 1
Boca Raton, Florida 33432



Allan H. Fuhr
INCORPORATOR

Date: October 23, 1997

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 607.0505, FLORIDA STATUTES (SUPP. 1993).



Signature of Registered Agent

Date: October 22, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA