

P 97000105885

LAW OFFICES
GOZA AND HALL, P.A.
28050 U. S. HWY. 19 NORTH
SUITE 402, CORPORATE SQUARE
CLEARWATER, FLORIDA 33761-2654
TELEPHONE (813) 799-2625
FAX (813) 796-8908

FILED
97 DEC 16 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 15, 1997

VIA UPS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Gentlemen:

Re: BROWN & NGUYEN, P.A.

Enclosed herewith please find the charter for the above-captioned corporation which we request that you file in your office. Also enclosed is a copy of the same which we request that you certify and return to us.

Our check in the amount of \$122.50 is also enclosed to cover your charges as follows:

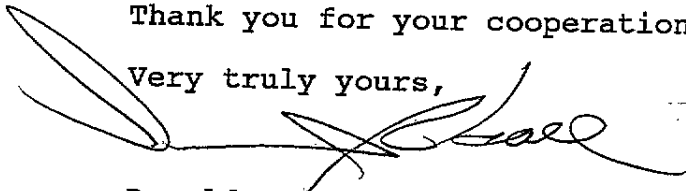
Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>

\$122.50

000002374070--7
-12/16/97--01115--001
***122.50 ***122.50

Thank you for your cooperation in this regard.

Very truly yours,


Donald R. Hall

DRH:dk
Encs.

m 12/17/97

FILED

97 DEC 16 AM 10:09

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROWN & NGUYEN, P.A.

Article I - Name

The name of this corporation is BROWN & NGUYEN, P.A.

Article II - Principal Place of Business

The principal place of business of this corporation is 36207
East Lake Road, Palm Harbor, FL 34685.

Article III - Duration

This corporation shall exist for a perpetual period.

Article IV - Purpose

To render the practice of dentistry to the public; and to have
all of the powers conferred upon this corporation by the laws of
the State of Florida or of any other state or country and not
prohibited by the professional service corporation act.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00
par value common stock.

Article VI - Preemptive Rights

The shareholders of the corporation shall have all preemptive
rights to acquire unissued shares pursuant to F.S. 607.0630, as
amended.

Article VII - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VIII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 36207 East Lake Road, Palm Harbor, FL 34685, and the name of the initial registered agent of this corporation at that address is JERRY BROWN.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By: 
Jerry Brown

Article IX - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors are:

Jerry Brown, 36207 East Lake Road, Palm Harbor, FL 34685.

Doug Q. Nguyen, 36207 East Lake Road, Palm Harbor, FL 34685.

FILED
97 DEC 16 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article X - Incorporators

The names and addresses of the persons signing these articles are:

Jerry Brown, 36207 East Lake Road, Palm Harbor, FL 34685.

Doug Q. Nguyen, 36207 East Lake Road, Palm Harbor, FL 34685.

Article XI - Bylaws

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

Article XII - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XIII - Indemnification

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

Article XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 11th day of December, 1997.

Jerry Brown
Jerry Brown, Subscriber

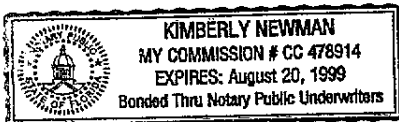
Doug Q. Nguyen
Doug Q. Nguyen, Subscriber

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 JERRY BROWN and DOUG Q. NGUYEN, who are personally known to me or who produced Florida Driver's Licenses as identification, and they acknowledged before me that they executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 11th day of December, 1997.



Kimberly Newman
Notary Public

My Commission Expires: 8/20/99

FILED
97 DEC 16 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA