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SAMUEL L. LEPRELL

ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LEPRELL
(904) 353-4433

December 30, 1997

Florida Department of State
Division of Corporations
Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 JAN -2 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300002388633--3
-01/02/98-01082-008
*****70.00 *****70.00

RE: CNS Dental, P.A.

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00, representing the filing fees as follows:

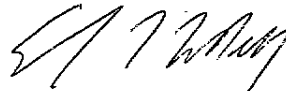
1.	Filing Fee	-	\$35.00
2.	Registered Agent Fee	-	<u>35.00</u>
			\$70.00

Please date stamp the enclosed copy of the Articles of Incorporation as soon as it has been filed and return it to my attention.

If you should have any questions, please do not hesitate to contact the undersigned.

EFFECTIVE DATE
1-1-98

Sincerely,



Samuel L. LePrell

SLL:cdw
Enclosures

901 BLACKSTONE BUILDING, 233 EAST BAY STREET
JACKSONVILLE, FLORIDA 32202
(904) 353-3877 - FAX (904) 354-0660

CB
1-6-98

**ARTICLES OF INCORPORATION
OF
CNS DENTAL, P.A.**

The undersigned subscriber to these Articles of Incorporation of a professional service corporation, a natural person, competent to contract, and admitted to practice as a Doctor of Denistry, duly licensed to render services as such under the laws of the State of Florida, do hereby present these Articles for the formation of a professional service corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is: CNS DENTAL, P.A.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To render professional dental services and to do all things in connection therewith that are customarily done by licensed dentists under the laws of the State of Florida.

To invest its funds in real estate, mortgages, stocks, bonds or other types of investments, and to own real or personal property necessary for rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or attaining any of the objects or the furtherance of any of the purposes enumerated or incidental thereto, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

EFFECTIVE DATE
1-1-98

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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The business of this corporation shall be limited to the foregoing activities.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock with a par value of One and No/100----Dollars (\$1.00) each.

The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and No/100-----Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

The existence of this corporation shall begin on January 1, 1998 at 8:30 a.m. and shall continue perpetually thereafter until dissolved according to law.

ARTICLE VI

ADDRESS, REGISTERED AGENT, RESIDENT AGENT

The initial post office address of the registered office and principal office of this corporation in the State of Florida is Suite 901, Blackstone Building, 233 East Bay Street, Jacksonville, Florida 32202. The initial registered agent and resident agent for service of process shall be Samuel L. LePrell, at said registered and principal office. The Board of Directors may, from time to time, move the registered and principal office to any other address in Florida. The Board of Directors may, from time to time, designate a different person as its registered agent and resident agent to accept service of process.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by resolution adopted by the stockholders but may never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and post office address of the sole member of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until his successors are elected or appointed and have qualified, are:

NAME

Carlos J. Santiago, DDS

POST OFFICE ADDRESS

1409 Kingsley Avenue, Suite 7
Orange Park, Florida 32073

ARTICLE IX

SUBSCRIBERS

The name and post office address of the subscriber of these Articles of Incorporation, who is a Doctor of Denistry, duly licensed under the laws of the State of Florida to render services as such, is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Carlos J. Santiago, DDS	1409 Kingsley Avenue, Suite 7 Orange Park, Florida 32073

ARTICLE X

POWERS

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

Whenever the Board consists of more than one member to designate one or more of its number to constitute an Executive Committee which committee shall, for the time being, as provided in a resolution or in the bylaws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit sharing, pension or deferred compensation plan or program or any

stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters or in any other matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.

To enter into, or become a partner in, any arrangement for sharing profits and losses, partnership, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct incidental authority to pursue.

This corporation may, in its bylaws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statutes.

ARTICLE XI

PROFESSIONAL SERVICE CORPORATION

It is intended that this corporation shall be a professional service corporation governed by the provisions of Chapter 621, Florida Statutes.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in a manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of this corporation may be amended to change the business purpose of this corporation from the rendering of professional service to provide for any other lawful purpose.

ARTICLE XIII

LIMITATIONS ON CORPORATE STOCK

No one, other than an individual who is duly licensed as a Dentist under the laws of the State of Florida, may own any corporate stock of this corporation; nor may any stockholder enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public as a Doctor of Denistry becomes legally disqualified to render such professional service within this state, or is elected to a public office that, pursuant to existing law, places restrictions or limitations upon his continued rendering such professional services, or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in, this corporation forthwith.

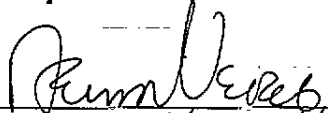
ARTICLE XIV

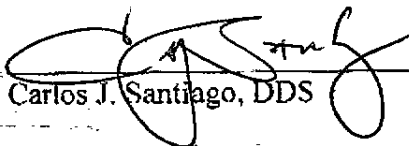
CONTRACTS

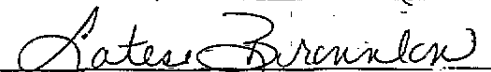
No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any director or officer of this corporation, individually or jointly, is a party to, or is interested in, such contract or transactions or by the fact that any director or officer of this corporation is a director or officer of such other corporation.

I, THE UNDERSIGNED, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 22 day of December, 1997.

Signed, sealed and delivered
in the presence of:


Print Name: Kevin Vera


Carlos J. Santiago, DDS


Print Name: Latese Brownlow

STATE OF FLORIDA

:SS


COUNTY OF DUVAL

BE IT REMEMBERED, that on this 22 day of December, 1997, personally came before me, ~~Carlos~~ Ann Michelle Ponce, a Notary Public for the State of Florida, CARLOS J. SANTIAGO, DDS, the party to the foregoing articles of incorporation, known to me personally to be such, and acknowledge the said articles to be the act and deed of the signer and that the facts therein stated are truly set forth and who did not take an oath.

GIVEN under my hand and seal of office the day and year aforesaid.



ANN MICHELLE PONCE
My Commission CC485987
Expires Aug. 03, 1999
Bonded by HAI
800-422-1555


Notary Public, State of Florida
Name: Ann Michelle Ponce

My Commission Expires: 8-3-99
My Commission Number is: CC 48 5987

**CERTIFICATE NAMING REGISTERED OFFICE
AND REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CNS DENTAL, P.A., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 1409 Kingsley Avenue, Suite 7, Orange Park, Florida 32073, has named SAMUEL L. LePRELL as its Registered Agent, located at Suite 901, Blackstone Building, 233 East Bay Street, State of Florida, City of Jacksonville, 32202, as its agent to accept service of process within Florida.

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 607.0501, Florida Statutes.



SAMUEL L. LEPRELL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN -2 PM 12:10

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