

CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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FILING

1.) Orthodontic Professional Development
(CORPORATE NAME & DOCUMENT #)

Consultants, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

K. Rolfe JAN 16 1998

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**ARTICLES OF INCORPORATION
OF
ORTHODONTIC PROFESSIONAL DEVELOPMENT CONSULTANTS, INC.**

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Orthodontic Professional Development Consultants, Inc.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The principal office address of the Corporation is 5000 Sawgrass Village Circle, Ponte Verde Beach, Florida 32082.

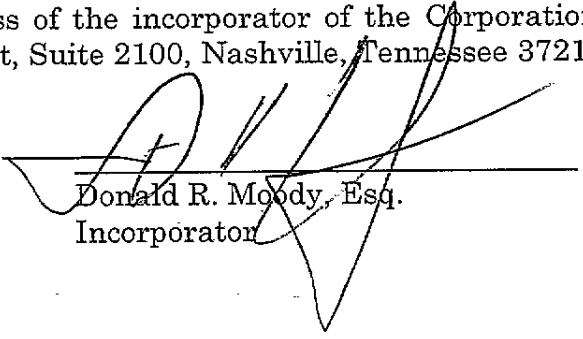
FOURTH: The general purpose for which the Corporation is initially organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares of common stock, no par value.

SIXTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

SEVENTH: The number of directors constituting the initial board of directors shall consist of one and the name and address of the sole director of the Corporation is I. R. Lester, DDS, 5000 Sawgrass Village Circle, Ponte Verde Beach, Florida 32082.

EIGHTH: The name and address of the incorporator of the Corporation is Donald R. Moody, Esq., 511 Union Street, Suite 2100, Nashville, Tennessee 37219.


Donald R. Moody, Esq.
Incorporator

Dated: January 14, 1998

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, 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:

ORTHODONTIC PROFESSIONAL DEVELOPMENT CONSULTANTS, INC.
2. The name and address of the registered agent and office is:

Corporation Service Company

Name

1201 Hays Street

Address

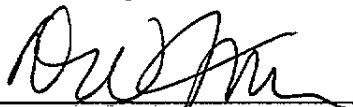
Tallahassee, Florida 32301

City, State, Zip

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature



Douglas W. Junker
Authorized Representative

Date: January 15, 1998