



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 704985 7145038

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 12, 1998

ORDER TIME : 3:39 PM

ORDER NO. : 704985-005

CUSTOMER NO: 7145038

CUSTOMER: J. Stephen Alexander, Esq
J. STEPHEN ALEXANDER

Suite 4, 162 San Marco Ave.

Saint Augustine, FL 32084

DOMESTIC FILING

NAME: MCLELLAN DENTAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 AM 8:52

RECEIVED
98 FEB 12 PM 4:28
DIVISION OF CORPORATIONS

Telephone (904) 824-9788
Fax (904) 824-6902

J. Stephen Alexander
Attorney at Law

162 San Marco Ave., Suite 4
St. Augustine, FL 32084

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DIVISION OF CORPORATIONS
98 FEB 12 AM 8:52

February 10, 1998

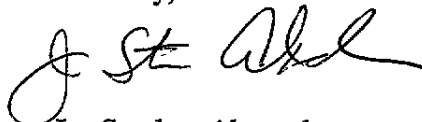
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed please find the original Articles of Incorporation for **MCLELLAN DENTAL, INC.** St. Augustine, Florida, and our trust check in the amount of \$122.50, was previously sent to you please refer to the attached letter from your office.

Please file the articles and forward the certificate of incorporation along with certified copies to our office. Thank you for your kind attention to this matter.

Sincerely,


J. Stephen Alexander

enclosures

Articles of Incorporation For Professional Corporation

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 12 AM 8:52

The undersigned natural person, competent and licensed to practice dentistry in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, and Section 621, Florida Professional Service Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I. NAME OF CORPORATION, PRINCIPAL OFFICE
AND MAILING ADDRESS

The name of this corporation shall be McLellan Dental, Inc.

The principal office of this corporation shall be: 1100-2 Suite B; S.Ponce de Leon Boulevard, St. Augustine, Florida 32086.

The mailing address of this corporation shall be: 1100-2 Suite B; S.Ponce de Leon Boulevard, St. Augustine, Florida 32086.

II. PURPOSES

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of dentistry, and all its fields of specializations, as are engaged in by general and pediatric dentists.

b. To engage and render the professional services involved

only through its officers, agents and employees who shall be dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.

c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III. CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at (\$1.00) one dollar per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

c. Shares of the corporation's stock and certificates shall be issued only to dentists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

IV. DURATION

The corporation shall have perpetual existence.

V. REGISTERED AGENT

The address of this corporation's initial registered office is: 162 San Marco Ave., Suite 4; St. Augustine, Florida 32084; and the name of its initial registered agent at said address is J. Stephen Alexander, Esquire.

VI. INCORPORATOR

The name and address of the Incorporator is as follows: Dr. Matt McLellan; 358 Travino Ave.; St. Augustine, Florida 32086.

VII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of 2 (two) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one person. The names and addresses of the initial Directors of this corporation are: Dr. Matt McLellan; 358 Travino Ave.; St. Augustine, Florida 32086; and Dr. Barbara McLellan; 358 Travino Ave.; St. Augustine, Florida 32086.

VIII. INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon

such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

X. INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI. INDEMNIFICATION

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

law.

XII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in State of Florida, this 10 day of February, 1998.

Matthew A. McLeh

Incorporator

J. St. Ahd

Registered Agent

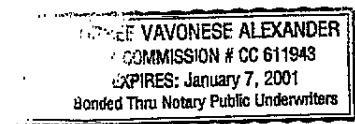
STATE OF FLORIDA

COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared MATTHEW McLEH who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
St. Augustine in the said County and State, this 10 day of
February, 1998.

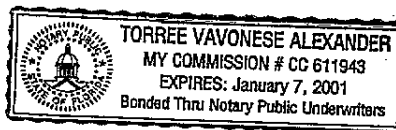
14244-541-58-169-0



Torree Vavonese Alexander

Notary Public, State of Florida
(Notarial Seal)

My Commission Expires:



Having been named as registered agent for the above-stated corporation, 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.

J. St. Al
Registered Agent

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