

P98000047979

MAY 20, 1998

DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314

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-05/26/98--01063--013  
\*\*\*122.50 \*\*\*122.50

DEAR SIRs;


ENCLOSED ARE TWO (2) COPIES OF THE ARTICLES OF  
INCORPORATION OF **PALM HARBOR ORTHODONTICS, INC.** AND THE  
APPOINTMENT OF A REGISTERED AGENT FOR FILING PURPOSES.

ALSO ENCLOSED IS A CHECK FOR \$122.50 TO COVER CHARTER  
TAX, FILING FEES, REGISTERED AGENT FILING FEE, AND COST OF  
A CERTIFIED COPY OF THE ARTICLES.

PLEASE SEND A CERTIFIED COPY TO ME.

THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY YOURS,



VIOLET HESS

PALM HARBOR ORTHODONTICS, INC.  
30522 US HWY 19N SUITE 220  
PALM HARBOR FL 34684

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 26 AM 9:06

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAY 26 AM 9:06

ARTICLES OF INCORPORATION  
OF  
PALM HARBOR ORTHODONTICS, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS PALM HARBOR ORTHODONTICS, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION WILL BE 30522 US HWY 19 NORTH, SUITE 220, PALM HARBOR, FLORIDA 34684.

ARTICLE III. DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLE V. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 COMMON SHARES OF \$1.00 PAR VALUE.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

EVERY SHAREHOLDER, UPON SALE FOR CASH BY THIS CORPORATION OF ANY NEW CAPITAL STOCK OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES).

#### ARTICLE VII. REGISTERED AGENT AND OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS 7421 HEATH DRIVE, PORT RICHEY, FLORIDA 34668. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS VIOLET HESS.

#### ARTICLE VIII. DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF TWO MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN (1). THE NAME AND ADDRESS OF EACH MEMBER OF THE BOARD OF DIRECTORS ARE:

WALTER Q. BOWLIN, JR.  
30522 US HWY 19N SUITE 220  
PALM HARBOR, FLORIDA 34684

VIOLET HESS  
7421 HEATH DRIVE  
PORT RICHEY, FLORIDA 34668

#### ARTICLE IX. CUMULATIVE VOTING

AT THE ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTES BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THE TIME MULTIPLIED BY THE NUMBER OF HIS OR HER SHARES OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPAL AMONG ANY NUMBER OF CANDIDATES.

#### ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

SHARES HELD OR ACQUIRED BY THE CORPORATION MAY NOT BE RESOLD OR OTHER PERSONS UNLESS FIRST OFFERED TO THE

REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS ARE WHICH, AND THE TIME WITHIN WHICH THOSE SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

**ARTICLE XI. INCORPORATION**

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

VIOLET HESS  
7421 HEATH DRIVE  
PORT RICHEY, FLORIDA 34668

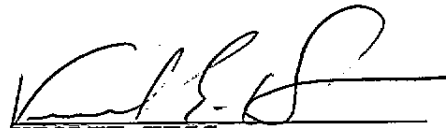
**ARTICLE XII. INDEMNIFICATION**

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR ANY FORMER OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE XIII. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 20TH DAY OF MAY 1998.

  
VIOLET HESS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAY 26 AM 9:06

MAY 20, 1998

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgements in Pinellas County, Florida, personally appeared **VIOLET HESS** known to me and known to by me to be the person described in and who executed and acknowledged execution of the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and stamp in Pinellas County, Florida on this 20TH day of MAY 1998.

*Margaret L. Koski*  
NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

I hereby agree as registered agent to accept service of process for the above named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting or registered agent names.

*[Signature]*  
REGISTERED AGENT  
VIOLET HESS