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May 26 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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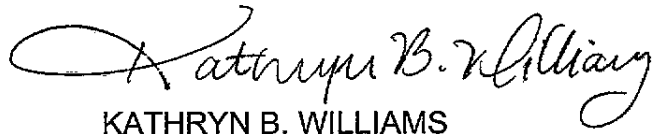
RE: THE MAIN STREET DENTISTS, INC.

Dear Sir or Madam:

In reference to the above, enclosed please find *Articles of Incorporation of THE MAIN STREET DENTISTS, INC.* to be filed with the Florida Department of State. Also, enclosed please find a check in the amount of \$122.50 for the filing fee and certified copies to be returned to me.

If you should have any questions or comments, please do not hesitate to contact me at (352) 589-1919.

Sincerely,


KATHRYN B. WILLIAMS

CHB:tls

Enclosures

FILED
98 MAY 29 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TA-6/2/98

**ARTICLES OF INCORPORATION
OF
THE MAIN STREET DENTISTS, INC.**

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98 MAY 29 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME & ADDRESS

The name of this Corporation is THE MAIN STREET DENTISTS, INC. The principal office, if known, or the mailing address of the Corporation is 6525 Sunnyside Drive, Leesburg, Florida 34748.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 6525 Sunnyside Drive, Leesburg, Florida 34748, and the name of its initial Registered Agent at that address is Doctor Martha Bridges Mehr.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

DOCTOR JON MEHR

610 W. MAGNOLIA STREET
LEESBURG, FLORIDA 34748

DOCTOR MARTHA BRIDGES MEHR

610 W. MAGNOLIA STREET
LEESBURG, FLORIDA 34748

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator is as follows:

DOCTOR MARTHA BRIDGES MEHR

610 W. MAGNOLIA STREET
LEESBURG, FLORIDA 34748

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 22ND day of May, 1998.

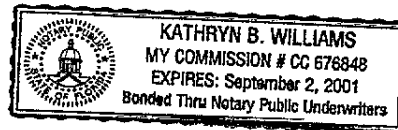
Martha Bridges Mehr D.D.S.
MARTHA BRIDGES MEHR
Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 22nd day of May, 1998, by
MARTHA BRIDGES MEHR, who is personally known to me or produced as
identification and did not take an oath.

Kathryn B. Williams
NOTARY PUBLIC

Kathryn B. Williams
(Please Print)
My Commission Expires: 9-2-2001



ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Martha Bridges Mehr
MARTHA BRIDGES MEHR

Date: May 22, 1998

FILED
98 MAY 29 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA