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Re: CENTRAL FLORIDA DENTAL REFERRAL SERVICE, INC.


Dear Sir/Madam:

Enclosed please find two sets (the original and one copy) of the Articles of Incorporation for Central Florida Dental Referral Service, Inc., as well as the Certificate of Designation/Registered Agent.

Please file the original Articles of Incorporation, and return a certified copy of said Articles to the undersigned in the enclosed, stamped envelope. Also enclosed is our firm check in the amount of \$122.50, representing your filing fee.

Thank you for your time and assistance in this matter.

Very truly yours,


Michael K. Wilson

MKW/mch
Enclosures

cc: Central Florida Dental Referral Service, Inc.

f: mc\arthur\cfdrs\fl-secy.sta

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TALLAHASSEE, FLORIDA

TA-6/16/98

MELBOURNE
(407) 727-8100

ORLANDO
(407) 843-8880

TALLAHASSEE
(850) 222-7717

EFFECTIVE DATE
6/5/98

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA DENTAL REFERRAL SERVICE, INC.**

I, the undersigned the natural person of the age of 18 years or more, acting as the incorporator do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Central Florida Dental Referral Service, Inc.

ARTICLE II - ADDRESS

The address of the principal office of the corporation is 1674 Louis Drive, Kissimmee, FL 34758.

ARTICLE III - DURATION

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purposes of:

1. to engage in any lawful act, activity and/or business for which corporations may be organized under the Florida Business Corporation Act; provided, however that:
 - a. no purpose stated above shall authorize this corporation to be organized for or to transact any business in this state which is prohibited in writing or hereafter amended.

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TALLAHASSEE, FLORIDA

- b. no purpose stated above shall authorize this corporation to be organized for or to transact any business in this state which is prohibited.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 of the par value of \$.10 each.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

3367 Westshore Drive
St. Cloud, FL 34771

The name of the initial registered agent of this corporation at that address shall be:

Laura L. Arthur

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the person to serve as director until the first annual meeting of the shareholders or until successors are elected and qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Laura L. Arthur	3367 Westshore Drive St. Cloud, FL 34771	Director
Donna M. Bass	1674 Louis Drive Kissimmee, FL 34758	Director

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Laura L. Arthur	3367 Westshore Drive St. Cloud, FL 34771

ARTICLE IX - SHARES OR SECURITIES

The shareholders of the corporation will have the preemptive right to subscribe to any issues of shares or securities of this corporation at any time unless otherwise determined by the shareholders.

ARTICLE X - CLOSE CORPORATION

The corporation elects to become a close corporation. The following provisions are subject to the corporation retaining its status as a closed corporation. No shares of stock in the corporation shall be issued by means of any public offering, solicitation or advertising. All of the issued shares of the corporation shall be subject to restrictions on transfer which are permitted by the Florida Business Corporation Act. All of the issued shares of the corporation, including treasury shares, and all of the issued securities evidencing the right to acquire shares of the corporation shall be held of record by not more than 35 persons in the aggregate.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

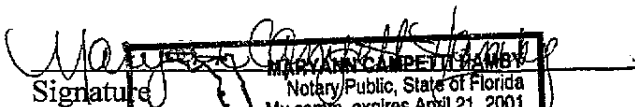
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of June, 1998.



Laura L. Arthur
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 5th day of June, 1998, by Laura L. Arthur, is personally known to me or who has produced _____
(type of identification as identification) and who (did/did not) take an oath.



Signature _____
(Print Name) _____
Notary Public
My Commission Expires: _____

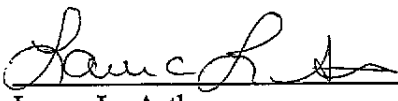
MARY ANN CAMPBELL Notary Public, State of Florida My comm. expires April 21, 2001 No. CC640652 Bonded thru Ashton Agency, Inc.
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CERTIFICATE OF DESIGNATION/REGISTERED AGENT/REGISTERED OFFICE

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.

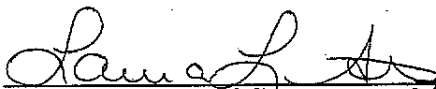
1. The name of the corporation is Central Florida Dental Referral Service, Inc.
2. The name and address of the registered agent and office is Laura L. Arthur, 3367 Westshore Drive, St. Cloud, FL 34771.

6-5-98
Date


Laura L. Arthur
Incorporator/Director

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 relevant to the proper and complete performance of my duties, and am familiar with and accept the obligation of my position as registered agent.

6-5-98
Date


Laura L. Arthur
Resident Agent

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TALLAHASSEE, FLORIDA