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Attorneys At Law

PLEASE REPLY TO

TAMPA

TAMPA OFFICE
2700 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
POST OFFICE BOX 1102
TAMPA, FLORIDA 33601-1102
TELEPHONE (813) 223-7474
FAX (813) 229-6553

ST. PETERSBURG OFFICE
2100 BARNETT TOWER
ONE PROGRESS PLAZA
POST OFFICE BOX 2245
ST. PETERSBURG, FLORIDA 33731-2245
TELEPHONE (813) 898-7474
FAX (813) 821-0407

October 16, 1998

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

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Re: His & Her Tooth Doctors, P.A.
Our File No. 97-2534

Dear Madam or Sir:

Please find enclosed for filing one original and one copy of a Certificate of Amendment and Restatement of Articles of Incorporation for the above referenced corporation, together with our check in the amount of \$87.50 to cover the filing fee and certified copy fee.

Please file the Certificate, certify the enclosed copy of the same and return the certified copy to me in the enclosed self-addressed envelope.

Thank you for your attention to this matter. If you have any questions regarding any of the above, please contact me at (813) 227-7432.

Sincerely,

Steven D. Singleton

Enclosures

L:\TAX\SDS\Tooth Doctor\AOI-DOS.LTR.wpd

FILED
98 OCT 21 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & Restat
10-22-98
CC

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
HIS AND HER TOOTH DOCTORS, P.A.

FILED
98 OCT 21 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

His and Her Tooth Doctors, P.A., a professional association organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation, in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby, by and through the undersigned officers, its President and its Secretary, certify as follows:

1. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede the Corporation's Articles of Incorporation filed on July 9, 1998.

2. The Amended and Restated Articles of Incorporation of the Corporation filed together herewith contain amendments to the Corporation's existing Articles of Incorporation that do not require the approval of the Corporation's shareholders, and the Board of Directors of the Corporation adopted the Amended and Restated Articles of Incorporation in a written action of the Directors of the Corporation dated 9-24, 1998.

3. The amendments to the Corporation's existing Articles of Incorporation being effected by the Amended and Restated Articles of Incorporation are to correct any inadvertent reference in the corporation's Articles of Incorporation that may have suggested that the only persons who may be shareholders in the corporation are those individuals who are licensed to practice medicine in the State of Florida, and to confirm that the only persons who may be shareholders in the corporation are those individuals who are licensed to practice dentistry in the State of Florida.

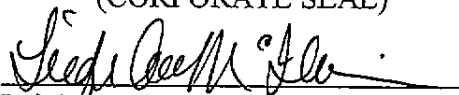
4. The Amended and Restated Articles of Incorporation filed together herewith constitute the Amended and Restated Articles of Incorporation of the Corporation as approved by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, HIS AND HER TOOTH DOCTORS, P.A. has caused this Certificate to be executed and acknowledged by its President and Secretary this 24 day of September, 1998.


ATTEST:

HIS AND HER TOOTH DOCTORS, INC.

(CORPORATE SEAL)


Leigh Ann McIlwain, Secretary

By:


Michael N. Chiaramonte, President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIS AND HER TOOTH DOCTORS, P.A.

ARTICLE I

Name

The name of this corporation shall be:

His and Her Tooth Doctors, P.A.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4710 N. Habana Avenue
Suite 203
Tampa, Florida 33614

ARTICLE III

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage solely and specifically in the business of carrying on the general practice of dentistry and the provision of related healthcare services, through licensed dental professionals employed by it;
- (b) to contract with one or more parties to manage all or a portion of its dental practice;
- (c) to invest in real estate, mortgages, stocks, bonds or any other type of investments;
- (d) to own or lease real and personal property necessary for the rendering of the above professional services;

(e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for other lawful purposes; to issue promissory notes and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgages or otherwise; and

(f) in general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) Each shareholder must be duly licensed or otherwise legally authorized to practice dentistry in the State of Florida.

(c) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4710 N. Habana Avenue, Suite 203, Tampa, Florida 33614 and the initial registered agent of this corporation at such office shall be Michael N. Chiaramonte. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. Directors need not be stockholders, but each director must be an individual who is duly licensed or otherwise legally authorized to practice dentistry in the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Michael N. Chiaramonte	4710 N. Habana Ave., Suite 203 Tampa, FL 33614
Leigh Ann McIlwain	4710 N. Habana Ave., Suite 203 Tampa, FL 33614

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael N. Chiaramonte	4710 N. Habana Ave., Suite 203 Tampa, FL 33614

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

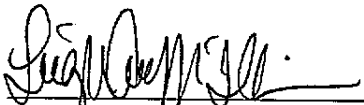
ARTICLE XII

Affiliated Transactions

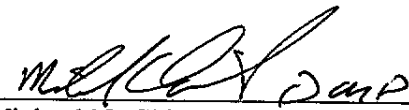
The provisions of Section 607.0901 of the Florida Business Corporation Act, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, HIS AND HER TOOTH DOCTORS, P.A. has caused these Amended and Restated Articles of Incorporation to be executed and acknowledged by its President and Secretary this 24 day of September, 1998.

ATTEST:
(CORPORATE SEAL)


Leigh Ann McIlwain, Secretary

HIS AND HER TOOTH DOCTORS, P.A.

By: 
Michael N. Chiaramonte, President