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ACCOUNT NO. : 072100000032

REFERENCE : 971723 4355221

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 23, 1998

ORDER TIME : 2:45 PM

ORDER NO. : 971723-005

CUSTOMER NO: 4355221

CUSTOMER: John E. Moore, III, Esq
COLLINS BROWN CALDWELL BARKETT
ROSSWAY GARAVAGLIA & MOORE
756 Beachland Boulevard

Vero Beach, FL 32963

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 AM 9:56

DOMESTIC FILING

NAME: SHORES DENTAL GROUP, INC.

EFFECTIVE DATE:

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****122.50 ****122.50

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: Robert Maxwell

EXAMINER'S INITIALS:

g 9/23/98

RECEIVED
98 SEP 23 PM 2:26
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

SHORES DENTAL GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 AM 9:56

The undersigned, acting as incorporator of a Professional Service Corporation under the Florida General Corporation Act, Chapter 607, of the Florida Statutes and under the Professional Service Corporations Act, Chapter 621 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the corporation is SHORES DENTAL GROUP, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation is 3730 7th Terraced, Suite 301, Vero Beach, Florida 32960.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of rendering medical services as a physician and transacting any and all lawful business which professional services corporations may enact under the laws of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

**ARTICLE V
REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the Corporation is 756 Beachland Boulevard, Vero Beach, Florida 32963, and the name of the initial registered agent of the Corporation at that address is John E. Moore, III, Esq.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Director of the Corporation are:

Name: Ben D. Emerson, DMD

Address: 3730 7th Terrace, Suite 301
Vero Beach, FL 32960

**ARTICLE VII
INCORPORATOR**

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

Name: John E. Moore, III, Esq.

Address: 756 Beachland Boulevard
Vero Beach, FL 32963

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

**ARTICLE IX
AMENDMENTS**

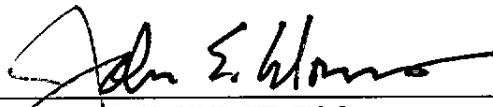
The power to amend these Articles of Incorporation in accordance with law is reserved to the Shareholders. Any right conferred upon any Shareholder by these Articles of Incorporation is subject to this reservation.

**ARTICLE X
RESTRICTION ON TRANSFER OF STOCK**

No capital stock of the Corporation may be issued to anyone other than an individual who is duly licensed or otherwise legally authorized to render oncology and hematology services as a physician, in the State of Florida. No shareholder of the Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. No shareholder of the Corporation may sell or transfer his shares except to another individual who is duly licensed or otherwise legally authorized to render oncology or hematology services as a physician in the State of Florida.

ARTICLE XI
RESTRICTION ON RENDERING PROFESSIONAL SERVICES

The Corporation shall render professional services only through officers, employees and agents who are duly licensed or otherwise legally authorized to render oncology and hematology services as a physician in the State of Florida. If any officer, shareholder, agent or employee of the Corporation who has been rendering professional services to the public becomes legally disqualified to render such professional services within the State of Florida or accepts employment that, pursuant to existing law, places, restrictions or limitations upon his continued rendering of such professional services, the Corporation shall cause him to sever all employment with, and he shall sever financial interest in the Corporation forthwith.

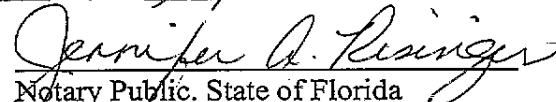


JOHN E. MOORE, III, ESQ.
Incorporator

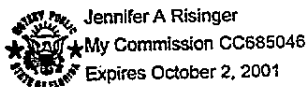
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared JOHN E. MOORE, III, Esq., known personally by me and who produced a valid Florida Driver's License as identification, to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me by oath that he executed these Articles of Incorporation.

WITNESS my hand and official seal this 17 day of September, 1998.



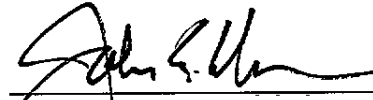
Notary Public, State of Florida
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of SHORES DENTAL GROUP, INC., as made in the foregoing Articles of Incorporation.

Date:



JOHN E. MOORE, III, ESQ.

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