

BURGESS, HARRELL, MANCUSO, OLSON & COLTON, P.A.

A t t o r n e y s a t L a w

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Board certified civil trial lawyer
Also admitted in Pennsylvania
Board certified real estate lawyer
Certified circuit and family court mediator

P98000102276

December 2, 1998

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation
THE SMILE CENTRE, P.A.

Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

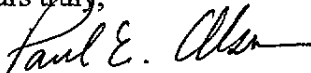
Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

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-12/07/98--01147--004
*****70.00 *****70.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,



Paul E. Olson
For the Firm

Encs.
cc: client (w/o/encs.)

FILED
98 DEC -7 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-2-98

DMC
12-8-98

1776 Ringling Boulevard - Sarasota, Florida 34236
Telephone (941) 366-3700 - Facsimile (941) 366-0189
E-Mail Address - bhmoc@gte.net

ARTICLES OF INCORPORATION
OF
THE SMILE CENTRE, P.A.

FILED

98 DEC -7 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF INCORPORATION are hereby adopted by each undersigned incorporator of this professional corporation for pecuniary profit under the Florida Professional Services Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

EFFECTIVE DATE

12-2-98

Section 1.1 Name. The name of the corporation shall be THE SMILE CENTRE, P.A.

Section 1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be PALM AIRE PLAZA, SUITE 105, 5899 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243, the mailing address of the corporation shall be PALM AIRE PLAZA, SUITE 105, 5899 WHITFIELD AVENUE, SARASOTA, FLORIDA 34243. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office: Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be PAUL E. OLSON. The initial Registered Office street address of the Registered Agent shall be 1776 RINGLING BOULEVARD, SARASOTA, FLORIDA 34236. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment thereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The sole and specific purpose for which the corporation is initially organized shall be to render professional service to the public which dentists engaged in the practice of dental medicine, duly licensed or legally authorized under the laws of the State of Florida, may render, and to do everything necessary, proper, advisable or convenient for the accomplishment of said purpose that is not prohibited by law. The purpose shall include the investment of corporate funds in real estate, mortgages, stocks, bonds, or any other type of investments, and the ownership by the corporation of real or personal property necessary for the rendering of professional services.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers permitted under the Florida Professional Service Corporation Act. The corporation shall render its professional services only through its duly licensed or legally authorized officers, agents and employees, other than clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services.

ARTICLE IV
AUTHORIZED SHARES

Section 4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000).

shares at one dollar (\$1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 Preemptive Rights. The shareholders of the corporation shall have preemptive rights to purchase, upon prices, terms and conditions fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money or any property or services from time to time. The preemptive right of any shareholder shall be determined by the ratio of the authorized and issued shares of stock held by the shareholder to all shares of stock currently authorized and issued.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V RESTRICTIONS

Section 5.1 Shareholder Qualifications. Only individuals who themselves are duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as the corporation shall be permitted to be shareholders of the corporation. No shareholder 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 such shareholder's stock.

Section 5.2 Disqualification. Any officer, shareholder, agent, or employee of the corporation that has been rendering professional service to the public that becomes legally disqualified to render such professional service within the State of Florida or accepts employment that, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional services shall sever all employment with, and financial interest in the corporation forthwith.

Section 5.3 Transfer. No shareholder of the corporation may sell or transfer any of such shareholder's shares of stock in the corporation except to another individual who is then authorized and licensed to render the corporation's professional services and then only after the proposed sale or transfer shall have been first approved at a shareholder's meeting specially called for such purpose.

Section 5.4 Death. Upon the death of a shareholder, such shareholder's stock shall be subject to purchase by the corporation and by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided in the Bylaws of the corporation, or by written agreement between and/or among the corporation and/or its shareholders, in a manner consistent with law and these Articles. If not so provided, such stock shall immediately be deemed offered first for sale to the corporation failing which to the remaining shareholders who may purchase on a prorata basis. The purchase price shall be equal to the fair market value and paid in cash at closing within 60 days of death, but effective at death. If the parties disagree as to fair market value, each party shall select an appraiser who shall select a single appraiser to make such determination. All parties shall share the appraisal expense on such equitable basis as determined by the appraiser.

Section 5.5 Further Bylaw Provisions. The shareholders are specifically authorized from time to time to adopt Bylaws not inconsistent herewith imposing further restrictions and providing for the purchase or redemption of shares of stock.

ARTICLE VI
GENERAL

Section 6.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 6.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 6.3 Incorporators. The name and address of the incorporator executing this instrument is as follows: PAUL E. OLSON - 1776 RINGLING BOULEVARD, SARASOTA, FLORIDA 34236.

IN WITNESS WHEREOF, the undersigned executed this instrument this 2 day of DECEMBER 19 98.

SIGNATOR:

Paul E. Olson

PAUL E. OLSON

Incorporator & Registered Agent