

Joseph M. Scheyd, Jr. P.A.

ATTORNEY AT LAW
305 MAIN STREET
DESTIN, FLORIDA 32541
TEL: (850) 837-1171
FAX: (850) 837-3317

P 9 8 000 10 3315
December 8, 1998

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

500002708805--8
-12/10/98--01049--015
*****70.00 *****70.00

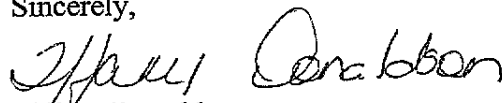
RE: Articles of Incorporation for Philip E. Lucas, D.D.S., P.A.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, including Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Thank you for your assistance in this matter. If you have any questions or need additional information, please give me a call.

Sincerely,


Tiffany Donaldson
Legal Assistant for
Joseph M. Scheyd, Jr.

/tjd

Enclosures

F. CHESSEY DEC 11 1998

ARTICLES OF INCORPORATION

OF

PHILIP E. LUCAS, D.D.S., P.A.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is ***PHILIP E. LUCAS, D.D.S., P.A.*** The principal place of business and the mailing address of this corporation shall be 3474 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

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

This corporation is organized for the purpose of transacting any or all lawful business in the dentistry profession.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3474 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation

at that address is Philip E. Lucas.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Philip E. Lucas
3474 Gulf Breeze Parkway
Gulf Breeze, Florida 32561

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is: Philip E. Lucas, 3474 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

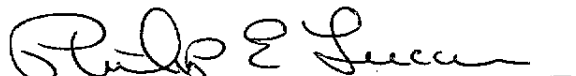
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

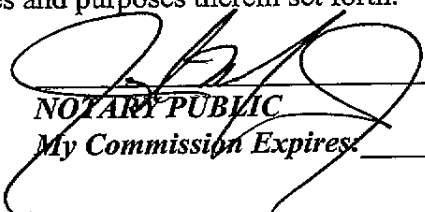
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 21 day of December, 1998.


PHILIP E. LUCAS

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was executed before me this 41 day of December, 1998, by PHILIP E. LUCAS, who is personally known to me ~~or~~ who has produced FL. D.L.*L220-665-43-227-0 as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.


NOTARY PUBLIC

My Commission Expires: _____



Joseph M. Schayd, Jr.
MY COMMISSION # CC657563 EXPIRES
June 22, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: ***Philip E. Lucas, D.D.S., P.A.***
2. The name of the registered agent is Philip E. Lucas. The address of the registered office is 3474 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 41 day of December, 1998.


PHILIP E. LUCAS
Registered Agent