

Guilford & Associates, P.A.
Attorneys at Law

F.W. MORT GUILFORD
ZEKE GUILFORD

2222 PONCE DE LEON BOULEVARD
PENTHOUSE SUITE
CORAL GABLES, FLORIDA 33134

TEL (305) 446-8411
FAX (305) 445-0563

December 21, 1998

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

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-12/24/98--01028--002
*****78.75 *****78.75

RE: R.M. Downs, D.D.S., P.A.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation for R.M. Downs, D.D.S., P.A., a professional service corporation, and a check for \$78.75. After filing the Articles of Incorporation, please provide me with a certified copy of incorporation at the following address:

Jennifer R. Guilford
Guilford & Associates, P.A.
2222 Ponce de Leon Blvd.
Coral Gables, FL 33134
Tel. (305) 446-8411

Thank you for your assistance in this matter.

Very truly yours,

Jennifer R. Guilford
Jennifer R. Guilford

FILED
98 DEC 24 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JRG/mc-f

Enclosures

F. CHESSEB DEC 29 1998

ARTICLES OF INCORPORATION
OF
R.M. DOWNS, D.D.S., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, being duly licensed to practice dentistry under the laws of the State of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE I - NAME

The name of the professional service corporation is R.M. Downs, D.D.S., P.A.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 2600 Douglas Road, Suite 910, Coral Gables, Florida 33134.

ARTICLE III - PURPOSE

The professional service corporation is formed to engage in the practice of dentistry. The corporation shall not engage in any business other than rendering professional dental services; however, the corporation may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real or personal property, all as may be necessary for rendering its professional dentistry services in the State of Florida.

ARTICLE IV - TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V - CAPITAL STOCK

The capital stock of the professional service corporation shall be 500 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

ARTICLE VI -- REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 2600 Douglas Road, Suite 910, Coral Gables, Florida 33134. The name of the initial registered agent at that address is R. Maurice Downs.

ARTICLE VII – BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. Directors need not be shareholders of the corporation, but no individual who does not hold an unlimited license to practice dentistry in the State of Florida may be a director of the Corporation. The initial board of directors shall consist of one member. The name and address of the member of the first board of directors is:

| | |
|------------------|------------------------------|
| R. Maurice Downs | 2600 Douglas Road, Suite 910 |
| | Coral Gables, Florida 33134 |

ARTICLE VIII – SUBSCRIBER

The name and address of the person signing these articles of incorporation as subscriber is:

| | |
|------------------|------------------------------|
| R. Maurice Downs | 2600 Douglas Road, Suite 910 |
| | Coral Gables, Florida 33134 |

ARTICLE IX – RESTRAINT ON ALIENATION OF SHARES

The shares of stock of the corporation shall be issued only to the individuals who hold an unlimited license to practice dentistry in the State of Florida. When permitted in the bylaws, or in accordance with a private agreement, if any, a shareholder may voluntarily transfer his shares in the corporation only to an individual who holds an unlimited license to practice dentistry in the State of Florida. Any shares issued in violation of this Article IX are null and void.

ARTICLE X – AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this limitation.

ARTICLE XI – DISSOLUTION

The corporation shall be voluntarily dissolved only by the written consent of all of its shareholders.

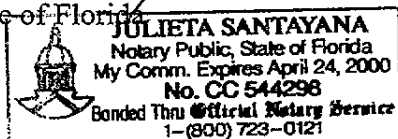
IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on December 10, 1998

R. Maurice Downs
R. Maurice Downs

STATE OF FLORIDA
COUNTY OF DADE

The foregoing articles of incorporation were acknowledged before me on this 10th
day of December, 1998, by R. Maurice Downs.

Julietta Santayana
Notary Public - State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for R.M. Downs, D.D.S., P.A. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

R. Maurice Downs
R. Maurice Downs
Registered Agent

Date: December 10, 1998

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98 DEC 24 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA