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OFFICES
M. DANIEL HUGHES

PROFESSIONAL ASSOCIATION

3000 NORTH FEDERAL HIGHWAY

BUILDING TWO, SUITE 200

FORT LAUDERDALE, FLORIDA 33306

TELEPHONE (954) 566-3390

TELECOPIER (954) 563-2546

OF COUNSEL

KEVIN M. LYONS

CARL G. SANTANGELO

April 27, 1999

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

Re: **PARAGON DENTAL SERVICES, INC.**

Dear Sir:

Enclosed please find Articles of Incorporation of Paragon Dental Services, Inc., together with our check in the amount of \$122.50, representing:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
- Certified copy of Articles	<u>\$ 52.50</u>
TOTAL:	\$122.50

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Very truly yours,



M. DANIEL HUGHES

MDH:fsj
Enclosures

cc: Mr. James Nolan

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FILED
MAY 30 PM 4:12
TALLAHASSEE, FLORIDA
MEMBER OF
FLORIDA AND GEORGIA BAR

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****122.50 *****78.75

SHARON

MAY 4 - 1999

ARTICLES OF INCORPORATION

OF

PARAGON DENTAL SERVICES, INC.

FILED
99 APR 30 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Corporation Act of the State of Florida, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is: **PARAGON DENTAL SERVICES, INC.**

ARTICLE II: TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when this document is received by the Secretary of State.

ARTICLE III: PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV: ADDRESS

The street address of the principal office of the corporation is: 1415 East Sunrise Boulevard, Suite 306, Fort Lauderdale, FL.

ARTICLE V: DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is: two (2). The names and addresses of the Directors who will serve on the initial Board of Directors are:

JAMES J. NOLAN President
1415 East Sunrise Boulevard #306
Fort Lauderdale, FL

KIM NOLAN Secretary
1415 East Sunrise Boulevard #306
Fort Lauderdale, FL

ARTICLE VI: INCORPORATOR

The name and address of the initial incorporator is: JAMES J. NOLAN, 1415 East Sunrise Boulevard, Suite 306, Fort Lauderdale, FL.

ARTICLED VII: BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders.

ARTICLE VIII: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is: 5,000.00 shares at One Dollar (\$1.00) par value, per share.

ARTICLE X: INDEMNIFICATION

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of
Incorporation, this 20th day of April, 1999.



JAMES J. NOLAN, Subscriber

STATE OF FLORIDA)
)SS.:
COUNTY OF BROWARD)

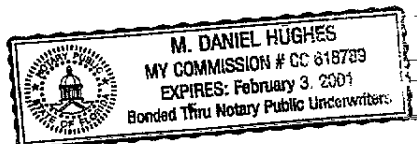
The foregoing instrument was acknowledged before me this 20
day of April, 1999, **JAMES J. NOLAN**, to be
known to be the person described in and who executed the foregoing instrument, and he
acknowledged to and before me that he executed said instrument for the purposes therein
expressed.

WITNESS my hand and official seal this 20 day of April, 1999.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.A.: **PARAGON**
DENTAL SERVICES, INC., organized under the laws of the State of Florida, with its
principal office at: 1415 East Sunrise Boulevard, Suite 306, Fort Lauderdale, FL has named
M. DANIEL HUGHES as its Agent to accept service of process.

NEWLY ELECTED OFFICERS:

ADDRESS:

JAMES J. NOLAN President

1415 East Sunrise Boulevard #306
Fort Lauderdale, FL

KIM NOLAN Secretary

1415 East Sunrise Boulevard #306
Fort Lauderdale, FL



JAMES J. NOLAN

FILED
99 APR 30 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree, as Registered Agent, to accept service of process, to keep offices open
during prescribed hours, to post my name in some conspicuous place in office as required
by law.



M. DANIEL HUGHES