



THE UNITED STATES
CORPORATION
COMPANY

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99 JUL 28 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 322257 3487A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 78.75

ORDER DATE : July 28, 1999

ORDER TIME : 1:20 PM

ORDER NO. : 322257-005

CUSTOMER NO: 3487A

500002944235-2

CUSTOMER: Ms. Talia R. Kohne
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: MICHAEL L. DILLON, D.D.S.,
P.A.

EFFECTIVE DATE:

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: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 7/28/99 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MICHAEL L. DILLON, D.D.S., P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these articles of incorporation, being duly licensed to practice Orthodontistry under the laws of the State of Florida, adopt(s) 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 Michael L. Dillon, D.D.S., P.A..

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 5445 Park Central Court, Naples, Florida 34109.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Orthodontistry to the public and other related professional services permitted by Florida Law. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

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 one thousand (1,000) 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 Orthodontistry in the State of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Sarasota, FL 34237. The name of the initial registered agent at that address is Bruce P. Chapnick.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name(s) and address(es) of the member(s) of the first board of directors are:

Name	Address
Michael L. Dillon, D.D.S.	5445 Park Central Court Naples, Florida 34109

ARTICLE VIII. SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) are:

Name	Address
Michael L. Dillon, D.D.S.	5445 Park Central Court Naples, Florida 34109

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the

sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice Orthodontistry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

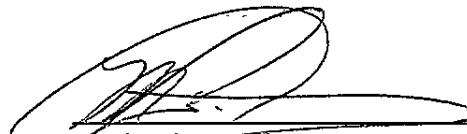
ARTICLE X. AMENDMENT

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 reservation.

ARTICLE XI. INDEMNIFICATION

The professional service corporation shall indemnify each of its officers, directors, employees and agents to the fullest extent permitted by applicable law.


IN WITNESS WHEREOF, the undersigned subscriber(s) executed these articles of incorporation as of July 22, 1999.


Michael L. Dillon, D.D.S.

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Michael L. Dillon, D.D.S., P.A. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.


Bruce P. Chapnick, Registered Agent
Date: July 22, 1999