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July 22, 1999

FEDERAL EXPRESS

Corporate Division
Secretary of State
409 E. Gaines St.
Tallahassee, FL 32399

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-08/02/99-01141--004
*****70.00 *****70.00

RE: MICHAEL W. BAILEY, D.M.D., PA

Gentlemen:

Enclosed please find the following:

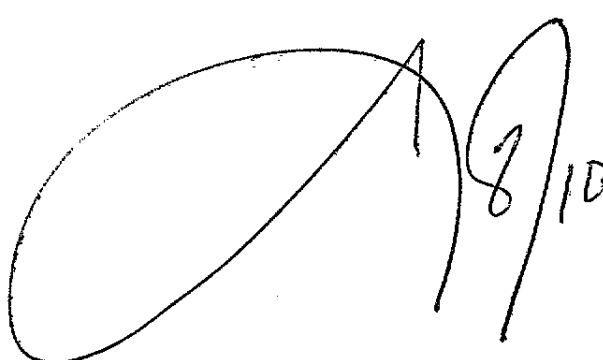
1. Original and 2 duplicate Articles of Incorporation.
2. My client's check payable to your order in the amount of \$70.00 for the filing fee and registered agent fee.

Please provide my office with a stamped Articles of Incorporation. I am enclosing a self-addressed Federal Express envelope for your convenience.

Thank you.

Sincerely yours,
Harvey L. Lasky

HLL:jrl
Enc.



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99 AUG -2 AM 8:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MICHAEL W. BAILEY, D.M.D., PA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MICHAEL W. BAILEY, D.M.D., PA

The address of the principal office of this corporation shall be 6610 20th Street, Vero Beach, FL, FLORIDA 32966, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to the practice of dentistry and to engage in every phase and aspect of the business of rendering the same professional services to the public that a dentist duly licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice dentistry therein.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock have \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6610 20th Street, Vero Beach, FLORIDA 32966, and the name of the initial registered agent of the corporation at that address is MICHAEL W. BAILEY. Said agent shall indicate acceptance of said designation by executing these Articles of Incorporation where indicated.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

MICHAEL W. BAILEY
6610 20TH STREET
VERO BEACH, FL 32966

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MICHAEL W. BAILEY, President
6610 20TH STREET
VERO BEACH, FLORIDA 32966

MICHAEL W. BAILEY, Vice President
6610 20TH STREET
VERO BEACH, FLORIDA 32966

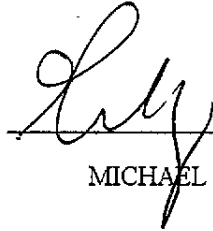
MICHAEL W. BAILEY, Secretary
6610 20TH STREET
VERO BEACH, FLORIDA 32966

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL W. BAILEY
6610 20TH STREET
VERO BEACH, FLORIDA 32966

THE UNDERSIGNED subscriber has executed these Articles of Incorporation this 30 day of July, 1999.

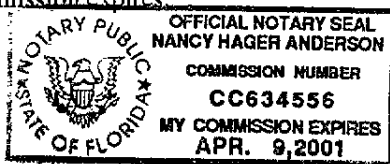

MICHAEL W. BAILEY

STATE OF FLORIDA
COUNTY OF BREVARD

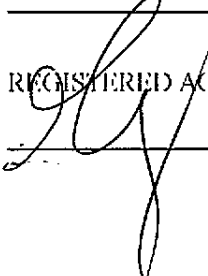
The foregoing instrument was acknowledged before me this 30th day of July, 1999, by Michael W. Bailey, who is personally known to me or who has produced his Florida drivers license Florida drivers license as identification.


Nancy Hager Anderson
Notary Public, State of Florida
at Large

My Commission expires:



REGISTERED AGENT - ACCEPTANCE AND RECOGNITION OF APPOINTMENT



FILED
99 AUG -2 AM 8:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA