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FILED
99 AUG -5 PM 5:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 3, 1999

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

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****122.50 ****78.75

In re: Larry Anderson, P.A.

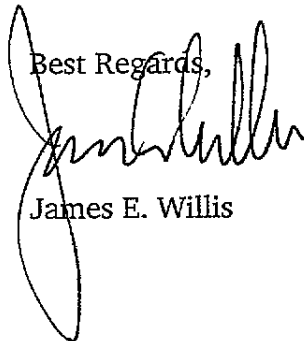
Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above-referenced corporation. I would appreciate your filing the same at your earliest convenience, and then faxing a the certified copy to me at 941-435-0911. The certified copy should then be returned to me, using the enclosed self-addressed, stamped envelope.

Please find enclosed my firm's check in the amount of \$122.50 made payable to the Division of Corporations for the filing fee.

Thank you for your assistance in this matter. If you should have any questions, please feel free to contact me at the telephone number set forth above.

Best Regards,



James E. Willis

JEW/kl

enclosures

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**ARTICLES OF INCORPORATION OF
LARRY ANDERSON, P.A.**

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In compliance with the requirements of F.S. Chapter 621, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a professional business corporation.

ARTICLE I - Name

The name of the Corporation shall be LARRY ANDERSON, D. D. S., P.A.

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Professional Service Corporation and Limited Liability Company Act. The specific purpose of this corporation will be to render dental services.

ARTICLE III - Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V - Indemnification

The Corporation shall indemnify to the fullest extent permitted by Florida law any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by Florida law.

ARTICLE VI - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VII - Registered Agent

The registered agent of the Corporation is LARRY ANDERSON. The street address of the Corporation's registered office is 2200 Lambiance Circle, Naples, Florida 34119.

ARTICLE VIII - Principal Office

The principal place of business and mailing address of this Corporation shall be 2200 Lambiance Circle, Naples, Florida 34119.

ARTICLE IX - Incorporator

The name and address of the incorporator to these Articles of Incorporation is LARRY ANDERSON, 2200 Lambiance Circle, Naples, Florida 34119.

ARTICLE X - Amendment

The 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of July, 1999.


LARRY ANDERSON

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is LARRY ANDERSON, D. D. S. ,P.A.
2. The name and address of the registered agent and office are:

LARRY ANDERSON
2200 Lambiance Circle
Naples, Florida 34119

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligation of my position as registered agent.

Dated: July 30, 1999.


LARRY ANDERSON

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