

THIS INSTRUMENT WAS PREPARED BY:
Bradley J. Sklar
Sirote & Permutt, P.C.
2222 Arlington Avenue South
Birmingham, Alabama 35205

STATE OF ALABAMA)
SHELBY COUNTY)

**ARTICLES OF INCORPORATION
OF
CALERA DENTAL CENTER, P.C.**

The undersigned, duly licensed to practice dentistry under the laws of the State of Alabama, do hereby form a Professional Corporation under the laws of the State of Alabama, and do declare:

**ARTICLE I
NAME**

The name of the Corporation shall be Calera Dental Center, P.C.

**ARTICLE II
PURPOSES**

The purposes for which this Corporation is formed are:

(a) To engage in the practice of dentistry, oral surgery, periodontia, orthodontia and other similar and related fields of dentistry, in accordance with the canons of professional ethics and in accordance with all rules of practice and other regulations adopted by any medical or dental association of which any shareholder is or may become a member.

(b) To have and to exercise all powers conferred by the laws of the State of Alabama upon professional corporations, including, specifically but not exclusively, the Revised Alabama Professional Corporation Act.

(c) To do any and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the benefit of the Corporation.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

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ARTICLE III
LOCATION AND MAILING ADDRESS
OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT THEREAT

The location and mailing address of the initial registered office of the Corporation shall be:

8535 Highway 31 South
Calera, Alabama 35040

The name of the Corporation's initial registered agent at said address shall be Deborah F. Rigsby, D.M.D.

ARTICLE IV
AUTHORIZED CAPITAL SHARES

(a) The total number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common of the par value of One and No/100 Dollars (\$1.00) per share, and consisting of such one class only.

(b) Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. Such vote may be cast in person or by proxy, provided that the person or persons named as proxy or proxies are licensed to engage in the practice of dentistry in the State of Alabama. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

(c) No person shall have the right to purchase, own or hold legal title to any shares issued by the Corporation unless such person is licensed to engage in the practice of dentistry in the State of Alabama; provided, however, that the legal representatives of the estate of any shareholder who was duly licensed to practice dentistry in the State of Alabama may continue to hold shares of the Corporation for a reasonable period of time, not to exceed the term of the administration of the estate of said deceased shareholder, but under no circumstances shall the legal representatives of said estate have any right to participate in any manner whatsoever in any decisions that might be made by the shareholders concerning the rendering of services by the Corporation in the practice of dentistry. Except as herein otherwise provided, the shares of the Corporation may be sold, assigned and transferred without limitation.

(d) The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares. The Corporation may purchase or otherwise acquire its own shares for the purpose, among others, of (i) eliminating fractional shares; and (ii) collecting or compromising indebtedness to the Corporation.

(e) No person shall have the power to bind the Corporation within the scope of the business or profession of the Corporation merely by virtue of his being a shareholder of the Corporation.

(f) Nothing herein contained shall modify any law applicable to the relationship between one or more of the individuals employed by the Corporation in furnishing services in the practice

of dentistry and any persons receiving such services. This shall include but not be limited to liability for tort arising out of such services in the practice of dentistry, and shall also include the confidential relationship between any individual employed by the Corporation who shall render such service and the person receiving the same. Subject to the foregoing provision, shareholders of the Corporation shall not be liable for the debts of, or claims against, the Corporation unless any such shareholder has personally participated in the transaction for which any debt or claim is made or out of which it may arise.

(g) No shareholder shall have any preemptive right to purchase any proportion of any shares of the Corporation, including treasury shares, that may be issued or sold by the Corporation.

ARTICLE V
NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the persons creating the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Deborah F. Rigsby, D.M.D.	P. O. Box 149 Calera, Alabama 35040
Margaret Ashley Ford, D.M.D.	P. O. Box 149 Calera, Alabama 35040

ARTICLE VI
INITIAL BOARD OF DIRECTORS

(a) The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Deborah F. Rigsby, D.M.D.	P. O. Box 149 Calera, Alabama 35040
Margaret Ashley Ford, D.M.D.	P. O. Box 149 Calera, Alabama 35040

(b) A member of the Board of Directors need not be a shareholder of the Corporation.

ARTICLE VII
OFFICERS

(a) The officers of the Corporation shall include a President and a Secretary, and such other officers as may be required by law or as the Board of Directors may from time to time determine. Any one person may serve in more than one office, where not otherwise prohibited by law.

(b) The officers of the Corporation need not be members of the Board of Directors except that the President shall be a member of the Board of Directors.

(c) Anything herein to the contrary notwithstanding, no officer or member of the Board of Directors who is not duly licensed to practice dentistry shall participate in any decisions of the Corporation in connection with the practice of dentistry by the Corporation.

ARTICLE VIII
DURATION

(a) The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved by an affirmative vote of two-thirds of the issued and outstanding shares of the Corporation (excluding all unissued shares or shares reacquired by the Corporation) at a special meeting of the shareholders called for that purpose.

(b) This Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in paragraph (a) of this ARTICLE VIII and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares, retirement or expulsion of any one or more of the shareholders, the transfer of shares to any new shareholder or shareholders, or the happening of any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a partnership, it being the aim and intention hereof that this Corporation shall have continuity of life independent of the life or status of its shareholders. No shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind, nature or description.

(c) Neither the estate nor the legal representative of any deceased, insane or incompetent shareholder, or any shareholder who shall in any manner whatsoever transfer his ownership in shares of the Corporation shall have any right, title or interest whatsoever in the good will, if any, or any other property owned by the Corporation.

ARTICLE IX
DISQUALIFICATION

If any shareholder, member of the Board of Directors, officer, agent or employee of the Corporation becomes legally disqualified to practice dentistry in the State of Alabama, or accepts employment or is elected to a public office which, pursuant to existing law, is a restriction or limitation upon his practice of dentistry, he shall sever all relations which he has with the Corporation of every kind, nature and description, including specifically, but not exclusively, his financial interest in the Corporation,

his membership on the Board of Directors, his position as an officer of the Corporation or his position as an employee or agent of the Corporation, as the case may be.

ARTICLE X
PURCHASE PRICE OF SHARES

The price at which the Corporation or its shareholders may purchase, or be obligated to purchase, the shares of the Corporation of a deceased, retired, expelled or disqualified shareholder and the price at which such deceased, retired, expelled or disqualified shareholder shall be required to sell his shares to the Corporation, or its other shareholders, shall be fixed by the Bylaws of the Corporation. The particular Bylaw or Bylaws of the Corporation governing the foregoing may be in the form of an agreement between the Corporation and all of the present shareholders and their heirs, executors, administrators, successors and assigns, and such Bylaw or Bylaws may only be amended by the unanimous agreement of the Corporation and all of the shareholders who are parties to such agreement. In the event that the Bylaws of the Corporation shall not fix the price at which such sale and purchase shall be made as aforesaid, then the price for such share or shares of the Corporation shall be the book value thereof at the end of the month immediately preceding the death of, or disqualification of the shareholder. Book value shall be determined by an independent certified accountant employed for such purpose, from the books and records of the Corporation by the regular method of accounting employed by the Corporation. The determination by the certified public accountant of book value shall be conclusive on the Corporation and its shareholders.

ARTICLE XI
RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

ARTICLE XII
CONSTRUCTION OF ARTICLES

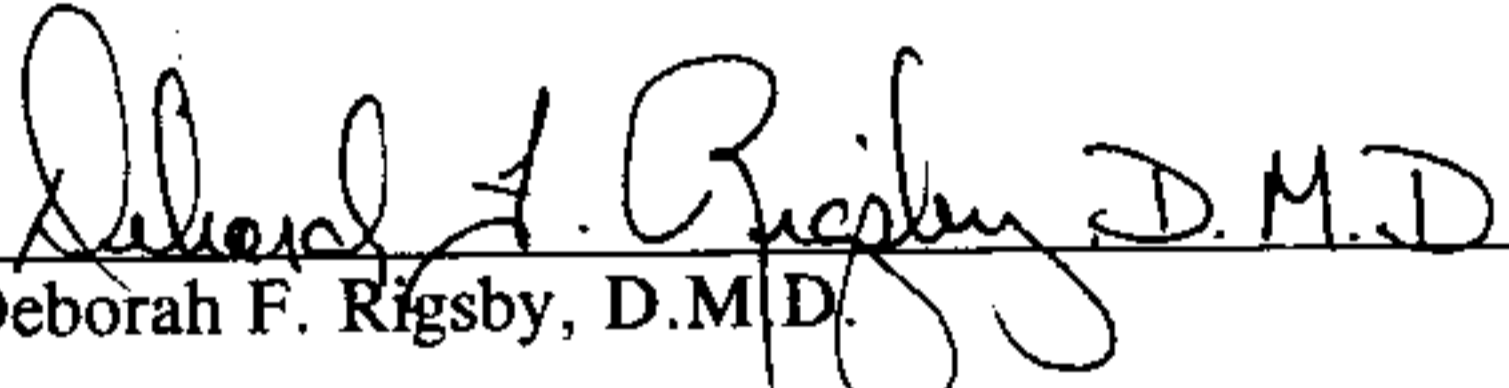
(a) The Corporation shall not carry on or exercise any of the business purposes or powers herein authorized except in full compliance with and under such licenses or other authority as may be required by the laws of the State of Alabama and in no event in violation of said laws.

(b) The Corporation shall be governed generally by the laws of the State of Alabama governing or applicable to corporations, including, but not limited to, the Alabama Business Corporation Act.

ARTICLE XIII
LIMITATION OF LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article XIII. Any repeal or modification of this Article XIII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 30th day of January, 1998.



Deborah F. Rigsby, D.M.D.



Margaret Ashley Ford, D.M.B.

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

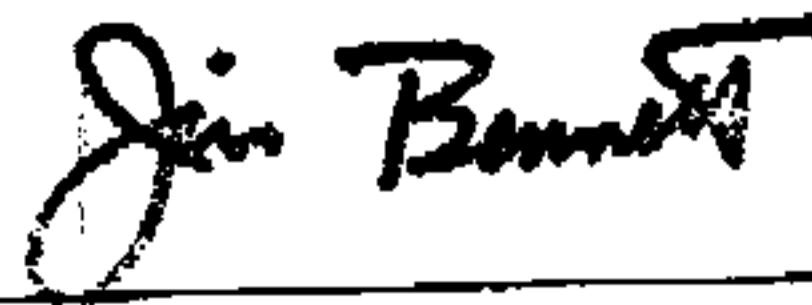
Calera Dental Center, P.C.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Cindy McCraw, PO Box 55727, Birmingham, AL 35255 for a period of one hundred twenty days beginning January 27, 1998 and expiring May 28, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 27, 1998

Date



Jim Bennett

Secretary of State



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