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GREENVILLE, S.C.
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DONNIE S. HARRIS
R.M.C.

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POINTE DENTAL ASSOCIATES PARTNERSHIP AGREEMENT

AGREEMENT made as of the 11th day of April, 1983,
among CHARLES D. ATKINSON, CLARENCE T. HAMRICK, III, THOMAS E.
HARVEY, MICHAEL G. MEDCALF, and DAVID F. WATSON, JR., all citizens
and residents of Greenville, South Carolina.

1. Formation. The parties hereto do hereby form a
partnership pursuant to the provisions of the Uniform Partnership
Act, Title 33, Chapter 41, of the 1976 Code of Laws of South Carolina,
as amended, said partnership being formed for the purposes and subject
to the terms and conditions hereinafter set forth.

2. Name and Business. The name of the partnership shall be
POINTE DENTAL ASSOCIATES, and the purpose and business of the partner-
ship shall be to acquire the land described on Exhibits "A" & "B"
attached hereto and incorporated herein by reference, and to own as
an investment, sell or otherwise dispose of same. The office of the
partnership shall be located in Greenville County, South Carolina.

3. Term. The partnership shall begin on the date hereof,
and shall continue until January 1, 2003, and thereafter from year to
year until terminated as herein provided.

4. Capital. The capital of the partnership shall be
contributed in cash by the partners as follows:

| | |
|--------------------------|------------|
| Charles D. Atkinson | \$7,000.00 |
| Clarence T. Hamrick, III | 7,000.00 |
| Thomas E. Harvey | 7,000.00 |
| Michael G. Medcalf | 7,000.00 |
| David F. Watson, Jr. | 7,000.00 |

A separate capital account shall be maintained for each partner. The
capital accounts of the partnership shall be maintained at all times
in the proportions in which the partners share in the profits and
losses of the partnership. No interest shall be paid to any partner
on his capital account. The initial capital accounts of the partners
shall be equivalent to the following interest in the capital of the
partnership:

| | |
|--------------------------|------------|
| Charles D. Atkinson | 20 percent |
| Clarence T. Hamrick, III | 20 percent |
| Thomas E. Harvey | 20 percent |
| Michael G. Medcalf | 20 percent |
| David F. Watson, Jr. | 20 percent |