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February 1, 2002

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

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Re: THE FAMILY AND COSMETIC DENTISTRY CENTER OF THOMAS A.
FELLNER, D.D.S., AND JAMIE W. ODUM, D.M.D., L.L.C.

Dear Sirs:

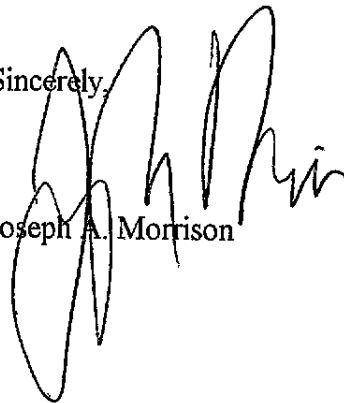
I am enclosing the original and one copy of proposed Articles of Organization of Florida Limited Liability Company in regard to THE FAMILY AND COSMETIC DENTISTRY CENTER OF THOMAS A. FELLNER, D.D.S., AND JAMIE W. ODUM, D.M.D., L.L.C., together with a certificate designating resident agent. Please approve and file the originals and return a certified copy to me.

Also enclosed is my check payable to you for your charges as follows:

Filing Fee	\$125.00
Certified Copy	30.00
Certificate of Status	<u>5.00</u>
Total:	\$160.00

Sincerely,

Joseph A. Morrison



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TALLAHASSEE, FLORIDA

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Enclosure

cc: Thomas Fellner
Jamie Odum

SENT VIA U.S. OVERNIGHT MAIL

ARTICLES OF ORGANIZATION

ARTICLE I - NAME:

The name of the Limited Liability Company is THE FAMILY AND COSMETIC DENTISTRY CENTER OF THOMAS A. FELLNER, D.D.S., AND JAMIE W. ODOM, D.M.D., L.L.C.

ARTICLE II. PERMITTED BUSINESSES
AND ACTIVITIES

This limited liability company may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the limited liability company shall have power to:

- (a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- (b) Purchase the corporate assets of any other corporation and engage in the same character of business.
- (c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.
- (d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness of liability to it.

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(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(g) Make gifts for educational, scientific or charitable purposes.

(h) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, against liability for their good faith acts and omissions to the extent provided by law.

(i) Purchase and maintain insurance on behalf of any person who is or was a member, manager, employee, or agent of the corporation, or is or was serving at the request of the limited liability company as a member, manager, officer, director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the limited liability company would have the power to indemnify him against such liability under the other provisions of these Articles.

(j) Enter into general partnerships, limited partnerships (whether the limited liability company be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in these Articles, jointly or in common with others, so long as the participating corporation, person or association would have

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power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the limited liability company.

ARTICLE III. TERM OF EXISTENCE

The existence of this limited liability company is to begin upon the date of subscription of these Articles and shall continue perpetually thereafter.

ARTICLE IV. PRINCIPAL OFFICE ADDRESS

The street address and mailing address of the initial principal office of the limited liability company in the State of Florida is 715 South Broadway, Bartow, Florida 33830. The Members may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as they may designate.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the limited liability company in the State of Florida is 3500 South Florida Avenue, Suite 3, Lakeland, Florida 33803, and the name of the limited liability company's initial registered agent at that address is Joseph A. Morrison. The Members may from time to time move the registered office to any other address in Florida.

ARTICLE VI - MANAGEMENT

The limited liability company is to be managed by its Members.

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The undersigned Members acknowledge that the statements set forth above are made under penalties of perjury and that the facts stated herein are true.

Thomas A. Fellner

THOMAS A. FELLNER, D.D.S., as President of
Thomas A. Fellner, D.D.S., P.A., Initial Member

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared THOMAS A. FELLNER, D.D.S., to me known to be the person noted above, and who executed the foregoing Articles of Organization, and THOMAS A. FELLNER, D.D.S. acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the state and county named above this 30th day of January, 2002.

My commission expires:
(affix notarial seal)

Joseph A. Morrison

Notary Public

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Jamie W. Odom

JAMIE W. ODOM, D.M.D., as President of
Jamie W. Odom, D.M.D., P.A., Initial Member

STATE OF FLORIDA
COUNTY OF POLK

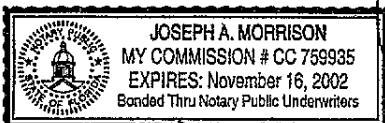
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared JAMIE W. ODOM, D.M.D., to me known to be the person noted above, and who executed the foregoing Articles of Organization, and JAMIE W. ODOM, D.M.D. acknowledged before me that he subscribed to those Articles of Organization.

WITNESS my hand and official seal in the state and county named above this 30th day of JANUARY, 2002.

My commission expires:
(affix notarial seal)

Joseph A. Morrison

Notary Public



CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the Provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company named below submits the following statement to designate a registered office and registered agent in the State of Florida.

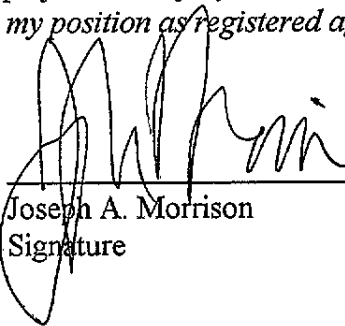
1. The name of the limited liability company is:

THE FAMILY AND COSMETIC DENTISTRY CENTER OF THOMAS A. FELLNER,
D.D.S., AND JAMIE W. ODOM, D.M.D., L.L.C.

2. The name and the Florida street address of the registered agent are:

Joseph A. Morrison, 3500 South Florida Avenue, Suite 3, Lakeland, Florida 333803

Having been named as registered agent and to accept service of process for the above stated limited liability company, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity and to carry out the proper and complete performance of my duties as required by law, and I am familiar with and accept the obligations of my position as registered agent.



Joseph A. Morrison
Signature

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