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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

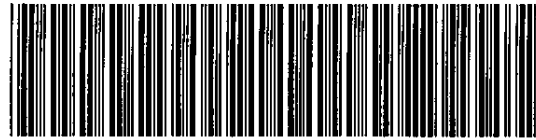
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EFFECTIVE DATE
01/01/07

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 DEC 28 AM 11:01

J. BRYAN DEC 29 2006

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MICHELE GRABASCH
Corporate Paralegal

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(561) 471-3517

FAX NUMBER:
(561) 682-3401

December 27, 2006

VIA OVERNIGHT MAIL

Florida Secretary of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS
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Re: Palm Beach Prosthodontics, P.A. ("Corporation")

Dear Sir or Madam:

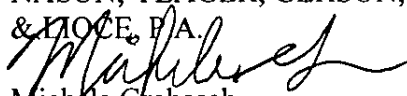
Enclosed please find the following for filing with your office in accordance with s.607.1113, F.S. and s.608.439, F.S.:

1. Original Certificate of Conversion for a Florida Profit Corporation into a Florida Limited Liability Company form for the above referenced Corporation;
2. Original Articles of Organization for the formation of Palm Beach Prosthodontics, LLC; and
3. Check in the amount of \$180.00 in payment of the filing fees (\$25.00 for Certificate of Conversion, \$125.00 for Articles of Organization and \$30.00 for a Certified Copy, as per Neyse in your Registration Section).

Thank you for your prompt assistance in this matter. It is imperative that these documents are filed immediately as they are to take effect as of January 1, 2007. Please feel free to contact me at (561) 471-3517 if you should have any questions.

Sincerely,

NASON, YEAGER, GERSON, WHITE
& LIOCE, P.A.


Michele Grabasch
Corporate Paralegal

Enclosures

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Certificate of Conversion
For
Florida Profit Corporation
Into
Florida Limited Liability Company

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DIVISION OF CORPORATIONS
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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Florida Profit Corporation into a Florida Limited Liability Company in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into a Florida Limited Liability Company is:

Palm Beach Prosthodontics, P.A. #583647

which was first organized, formed or incorporated under the laws of Florida on September 1, 1978.

2. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is Palm Beach Prosthodontics, LLC.

3. Palm Beach Prosthodontics, LLC is a limited liability company organized under the laws of Florida.

4. The above referenced Florida Profit Corporation has converted into a Florida Limited Liability Company in compliance with Chapter 607, F.S., and the conversion complies with the applicable governing laws of Florida Limited Liability Companies.

5. The Plan of Conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. This conversion shall be effective on: January 1, 2007.

EFFECTIVE DATE
01/01/07

7. The Limited Liability Company has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 607.1301-607.1333 F.S.

Signed this 27 day of December, 2006.

Signature of Authorized Person: 

Printed Name: Howard B. Kay, D.D.S. Title: President

ARTICLES OF ORGANIZATION
OF
PALM BEACH PROSTHODONTICS, LLC

I, the undersigned authorized representative of the Members, hereby make, acknowledge and file these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is:

Palm Beach Prosthodontics, LLC

ARTICLE II
ADDRESS

The street address and mailing address of the principal office is:

2521 North Flagler Drive
West Palm Beach, Florida 33407

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
MANAGEMENT

The powers of the Limited Liability Company shall be exercised by or under the authority of, and the business and affairs of the Limited Liability Company shall be managed under the direction of its Member and is, therefore, a member-managed company.

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ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The Members shall have the right to admit additional members.

IN WITNESS WHEREOF, the undersigned authorized representative of the Members has made and subscribed these Articles of Organization at West Palm Beach, Florida, for the uses and purposes aforesaid, this 27 day of December, 2006.



Domenick R. Lioce, Authorized Representative of
the Members

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**CERTIFICATE 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 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:

Palm Beach Prosthodontics, LLC

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

Domenick R. Lioce
1645 Palm Beach Lakes Blvd.
Suite 1200
West Palm Beach, Florida 33401

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Having been named as registered agent to accept service of process for the above-stated limited liability company, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.



Domenick R. Lioce, Registered Agent