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LIMITED LIABILITY COMPANY
GLICKSMAN, MARS & GRAND DENTAL, L.C.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 23, 1998

RODGER L. HOCHMAN, ESQ.
BROAD AND CASSEL
201 SOUTH BISCAYNE BLVD., SUITE 3000
MIAMI, FL 33131

SUBJECT: GLICKMAN, MARS & GRAND DENTAL, L.C.
REF: W98000028730

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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**ARTICLES OF ORGANIZATION
OF
GLICKSMAN, MARS & GRAND DENTAL, L.C.**

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ARTICLE I - Name:

The name of the Limited Liability Company is GLICKSMAN, MARS & GRAND DENTAL, L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 2797 Northeast 207th Street, North Miami Beach, Florida 33180.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is to be managed by the members and the name and address of the initial managing members are as follows:

Rick A. Mars, D.D.S.
2797 Northeast 207th Street
North Miami Beach, Florida 33180

Joel Glicksman, D.D.S.
2797 Northeast 207th Street
North Miami Beach, Florida 33180

Harry S. Grand, D.M.D.
2797 Northeast 207th Street
North Miami Beach, Florida 33180

THIS DOCUMENT PREPARED BY:
RODGER L. HOCHMAN, ESQUIRE
Florida Bar Number 0008737
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9453

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ARTICLE V - Admission of Additional Members:

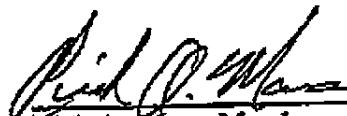
Members shall have the right to admit additional members as set forth in the Operating Agreement by and among the Company and its members, as amended from time to time, or as otherwise provided by the Florida Limited Liability Act of at least 2/3 of the membership interests.

ARTICLE VI - Members' Rights to Continue Business:

Except as otherwise provided in the Operating Agreement by and among the Company and its members, as amended from time to time, the death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

ARTICLE VII- Effective Date of Existence:

The effective date of the Company's existence shall be January 1, 1999.


Rick A. Mars, Member

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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 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 limited liability company is: GLICKSMAN, MARS & GRAND DENTAL, L.C.
2. The address of the registered agent and office is: 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131 and the registered agent at that address is: B & C Corporate Services, Inc.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by the 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 relating to the proper and complete performance of my duties, and I am familiar with the obligations of my position as a registered agent.

B & C CORPORATE SERVICES, INC.

By: Anna Salgado
Anna Salgado, Vice President

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GLICKSMAN, MARS & GRAND DENTAL, L.C., deposes and says:

1. The above-named limited liability company has at least two members.
2. The total amount of cash contributed by the members is: \$300.
3. There is no property other than cash contributed by the members.
4. The amount of cash or property anticipated to be contributed by the members is: \$-0- in cash.
5. The total amount of 2, 3, and 4 is: \$300.


Rick A. Mars, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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