ARUS CORPORATE FILING SERVICE (Mequester's Nanie) 3320 S.W. 87 AVENUE (Address) 100003391461---09/13/00--01050--020 MIAMI, FLORIDA (305)552-5973 *****78.75 *****78.75 (City, State, Zip) TERESA ROMAN (TALLAHASSEE REPRESENTATIVE) OFFICE USE ONLY CORPORATION NAME(s) & DOCUMENT NUMBER(s) (if known): 2. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time 3.00 Certified Copy Certificate of Status Mail out Will wait Photocopy NEW FILINGS AMENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ QUALIFICATION ÖTHER FILNGS DIVISION OF CURPO CINITAL Annual Report **Foreign** Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other -

CR2E031(9/92)

ARTICLES OF INCORPORATION FOR

Marathon Dental Clinic, Inc.



The undersigned does hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I <u>NAME OF CORPORATION</u>

The name of the corporation shall be Marathon Dental Clinic whose address is located at 11399 Overseas Hwy. (US1), Marathon, Florida 33050.

II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist thereafter perpetually until dissolved by law.

III

PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business.

IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of stock at \$1 par value.

V

REGISTERED AGENT

The address of this Corporation's initial registered office is at 999 Ponce de Leon Blvd., PH1120, Coral Gables, Florida 33134 and the name of the registered agent at said address is Patrick Vilar.

VI

<u>INCORPORATOR</u>

The name and address of the incorporator is as follows:

Patrick Vilar, Esq. 999 Ponce de Leon Blvd., PH 1120 Coral Gables, Florida 33134 Tel. (305) 443-0200

VII

BOARD OF OFFICERS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the Corporation shall be managed under the direction of, the Board of Officers. The number of Officers may be increased or decreased from time to time in accordance with the By-Laws of the Corporation but shall never be less than one. The name and address of the initial Directors of this Corporation are:

Jorge Chamorro President 3537 S.W. 25 Street Miami, FL 33133 Tel.(305) 446-0918 Juan Carlos Buitrago Vice President 13253 S.W. 110 Ter., Apt. 2 Miami, FL 33186 Tel.(305)388-0040

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

INFORMAL OFFICER ACTION

If all of the Officer severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Officers.

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INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of this corporation shall be vested in the Board of Officers and Shareholders, but the Board of Officers may not alter, amend, or repeal any of the By-Laws adopted by the Shareholders, if the Shareholders provide that the By-Laws shall not be altered, amended or repealed by the Board of Officers.

XII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

BEFORE ME, the undersigned authority, personally appeared PatrickVilar, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this ___ day of _____, 20__.

NOTARY PUBLIC State of Florida at Large, My Commission expires:

