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TRANSMITTAL LETTER

FILED

02 JUL 16 AM 10:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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*****87.50 *****87.50

SUBJECT: Tropical Dental Imaging, Inc.
(Proposed corporate name - must include suffix)

Enclosed are two (2) originals and one (1) copy of the articles of incorporation and a check for:

XXX \$87.50 Filing Fee, and Certified Copy

FROM: Henry J. Davila
9900 West Sample Road, Suite 300
Coral Springs, FL 33065

(954) 340-7402

8 Saw
7-17-02

ARTICLES OF INCORPORATION
OF
TROPICAL DENTAL IMAGING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, **HENRY J. DAVILA**, being of legal age, do hereby sign these presents for the purposes of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be:

TROPICAL DENTAL IMAGING, INC.

The general nature of the business and the objects and purpose to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- A. Establishment and operation of any lawful business permitted under the laws of the United States and of the State of Florida.
- B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally, to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description.
- C. To conduct all types of business operations, to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by Conveyance, Agreement for Deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive Notes, Bonds, Debentures or other evidences thereof, and Mortgage, Trust Deed, Pledges or other securities for the payment of same.

G. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association, or corporation,

either wholly or partly; and to pay for the same in cash, Stocks or Bonds of the company or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder.

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including Stocks, Bonds, Debentures, Mortgages, Notes, evidencing shares of or interest in common law Trusts, Trusts and Trust Estates or associations, Certificates of Trust or beneficial interests in Trusts, Mortgages, Contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile financial and industrial enterprises and operations.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount.

L To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is

authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, not counted as outstanding for the purpose of any stockholder quorum or vote.

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise.

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE II

The initial street address of said corporation shall be:

9900 West Sample Road, Suite 300
Coral Springs, Florida 33065

with the privileges of having its office and branch offices at other places within or without the State of Florida. The principal business address for the corporation shall be:

9900 West Sample Road, Suite 300
Coral Springs, FL 33065

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

1000 shares of common stock with \$1.00 par value.

ARTICLE IV

The corporation has designated as its Registered Agent,

HENRY J. DAVILA

who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

ARTICLE V

The number of Directors of this corporation shall be not less than one (1) nor more than three (3) and the initial Board of Directors of this corporation shall be comprised of one (1) member.

The name and street address of the person who is appointed to act as Director until the first annual meeting of the stockholders or until his successor is elected and shall qualify is:

HENRY J. DAVILA
9900 West Sample Road, Suite 300
Coral Springs, Florida 33065

ARTICLE VI

These Articles of Incorporation may be amended in the manner provided by law. Each Amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the Stock entitled to vote thereon.

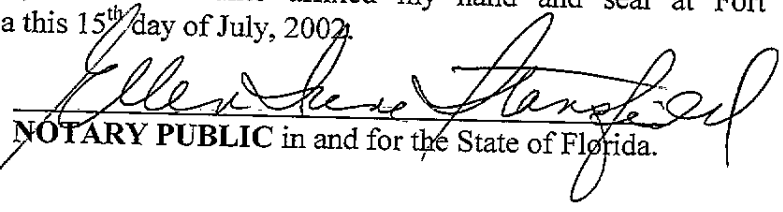
IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and according have hereunto set my hand and seal this 15th day of July, 2002.


HENRY J. DAVILA

STATE OF FLORIDA)
COUNTY OF BROWARD) SS:

BEFORE ME, the undersigned authority, personally appeared HENRY J. DAVILA, to me well known and know to me to be the person described in and who executed the foregoing Certificate of Incorporation, and he acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal at Fort Lauderdale, Broward County, Florida this 15th day of July, 2002.


NOTARY PUBLIC in and for the State of Florida.

My Commission Expires:



Ellen Irene Stansfield
Commission # GG 825753
Expires Apr. 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

FILED

02 JUL 16 AM 10: 14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Section 607-0501, Florida Statutes, the undersigned corporation, 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.

TROPICAL DENTAL IMAGING, INC. organized under the laws of the State of Florida with its principal office at:

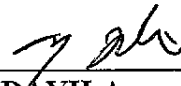
9900 West Sample Road, Suite 300
Coral Springs, Florida 33065

has named:

HENRY J. DAVILA

located at that address as its agent to accept service of process within this State.

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this 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 and accept the obligations of my position as registered agent.



HENRY J. DAVILA



DATE