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2004 AUG 27 P 4: 38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PENTHOUSE II B
TWO ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 446-5711
TELECOPIER (305) 446-5523

August 26, 2004

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Articles of Incorporation
PINES DENTAL HEALTH CENTER, P.A.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of PINES DENTAL HEALTH CENTER, P.A., along with a check in the amount of $78.75. Please return a certified copy to the undersigned.

If there are any questions, please call.

Very truly yours,

Brent D. Klein

BDK/ib
Enclosures

ARTICLES OF INCORPORATION

OF

PINES DENTAL HEALTH CENTER, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation pursuant to the provisions of Chapters 607 and 621 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is PINES DENTAL HEALTH CENTER, P.A. and its address is Suite 170, 1851 N.W. 125TH Avenue, Pembroke Pines, Florida 33028.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The general purpose for which the corporation is organized is to engage in every aspect of the practice of dentistry. The professional services involved in the corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice dentistry in the State of Florida.

The corporation shall not engage in any business other than the practice of dentistry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 5000. Such shares shall be of a single class, and shall have a par value of One Dollar ($1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the registered office of the corporation is Penthouse IIB, Two Alhambra Plaza, Coral Gables, Florida, 33134, and the name of its registered agent at such address is Brent D. Klein.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is two (2). The names and addresses of the persons who are to serve as members of the initial board of directors are:

Juan C. Erro	Suite 170 1851 N.W. 125th Avenue, Pembroke Pines, Florida 33028
John V. Sootin	Suite 170 1851 N.W. 125th Avenue, Pembroke Pines, Florida 33028

ARTICLE VII

Incorporator

The name and address of the incorporator are:

Brent D. Klein
Penthouse IIB
Two Alhambra Plaza
Coral Gables, Florida 33134

ARTICLE VIII

Shareholders

A. The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are dentists duly authorized and licensed to practice dentistry in the State of Florida. In the event that a shareholder:

(i) becomes disqualified to practice dentistry in this State; or

(ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or

(iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or the other person in possession of such stock shall be entitled only to receive payment for the value of such stock which, in the absence of a by-law provision or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then a dentist duly authorized and licensed to practice dentistry in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

C. The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE IX

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed on the 26th day of August, 2004.

Brent D. Klein
Incorporator

Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Brent D. Klein
Registered Agent