

P95000091803

Kate Kutter

Requestor's Name
 Address
 City/State/Zip Phone #

P.O. Box 1877

Tell, FL 32302

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

98 APR 16 PM 05:05
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

*Restated
 Articles &
 Name
 Change*

- Walk in Pick up time _____
 Mail out Will wait Photocopy Certified Copy
 Certificate of Status

NEW FILINGS		AMENDMENTS	
Profit	Name Change	Amendment	<i>4/16/98</i>
NonProfit	Document	Resignation of R.A., Officer/ Director	
Limited Liability	Examiner	Change of Registered Agent	
Domestication	Usualer	Dissolution/Withdrawal	
Other	Update/verifier	Merger	

OTHER FILINGS		REGISTRATION/QUALIFICATION	
Annual Report		Foreign	
Fictitious Name		Limited Partnership	
Name Reservation		Reinstatement	
		Trademark	
		Other	

00789, 00672, 00672

RECEIVED
 98 APR 16 AM 10
 DIVISION OF CORPORATION

500002490645--0
 -04/16/98--01060--005
 297.50 **87.50

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1998

Law Office of Katz, Kutter, Haigler et al
106 E. College Ave.
12th Floor
Tallahassee, FL 32301

SUBJECT: EMBASSY ACQUISITION CORP.
Ref. Number: P95000091803

We have received your document for EMBASSY ACQUISITION CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 998A00020468

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

SILVIA MORELL ALDERMAN
JOHN M. ARIALE
ALAN HARRISON BRENTS
DANIEL C. BROWN
BILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN B. BUTLER
RICHARD E. COATES
BERT L. COMBS
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MARTIN R. DIX
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MITCHELL B. HAIGLER
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ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-8480
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REPLY TO: TALLAHASSEE

April 16, 1998

ELIZABETH W. McARTHUR
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BRUCE D. PLATT
JOHN RADEY
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OF COUNSEL:
GORDON D. CHERR
MICHAEL E. INGRAM
EDWARD S. JAFFRY
PATRICK F. MARONEY

GOVERNMENTAL CONSULTANTS:
LESLIE Y. DUGHRI*
PAT GRIFFITH O'CONNELL*
E. CLINT SMAWLEY*
GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

VIA HAND DELIVERY

Department of State
Division of Corporations
Amendments Section -- Attn Annette
Firestone Building
Tallahassee, Florida 32399

RE: Corporate Documents for Filing

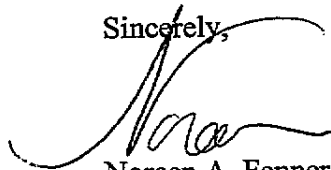
Dear Annette:

Pursuant to our telephone conversation, attached are revised Restated Articles of Incorporation of Embassy Acquisition Corporation. Per your request, the registered agent is now listed as Glenn Halpryn.

Please file this document and produce a certified copy of the filing upon completion.

My runner will wait for the document to be filed. If you have any questions, please call me at 425-1642. Thank you again for your assistance.

Sincerely,



Noreen A. Fenner
Assistant to Richard E. Coates

98 APR 16 PM 1:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF
EMBASSY ACQUISITION CORP.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation on this date hereby restates its Articles of Incorporation by deleting therefrom in their entirety Article I through Article XII and by substituting in their place Article I through Article XI below.

ARTICLE I - Name

The name of the corporation is Orthodontix, Inc. (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue the following shares of capital stock: (a) 100,000,000 shares of common stock, par value \$.0001 per share (the "Common Stock"); and (b) 100,000,000 shares of preferred stock, par value \$.0001 per share (the "Preferred Stock"). The voting rights, the rights of redemption and other relative rights and preferences of the Preferred Stock shall be established by the Board of Directors.

The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Registered Office and Agent

The name of the registered agent of the Corporation and the street address of the registered office of this Corporation is:

Glenn Halpryn
4128 Brickell Avenue
Suite 105
Miami, FL 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

2222 Ponce de Leon, 3rd Floor
Coral Gables, FL 33134

ARTICLE VI - Powers

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VII - Director-Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VIII - No Anti-Takeover Law Governance

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida

Business Corporation Act or any laws related thereto:

ARTICLE IX - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE X - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

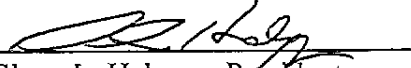
ARTICLE XI - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The foregoing Restated Articles of Incorporation were approved by unanimous written consent of the Board of Directors and by a majority of the stockholders at a special meeting of stockholders. The number of stockholder votes cast were sufficient for approval of the Restated Articles of Incorporation.

The undersigned has executed these Restated Articles of Incorporation this 16th day of April, 1998.

EMBASSY ACQUISITION CORP.

By: 
Glenn L. Halpryn, President