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11 7/09/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: SUNSET DENTAL CORP.

FAX AUDIT NUMBER: H96000009467

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/09/1996

TIME REQUESTED: 10:55:36

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SUNSET DENTAL CORP**

ARTICLE I - NAME

The name of this corporation is **SUNSET DENTAL CORP.** The mailing and business address of this corporation is 1246 W. 68 Street, Hialeah, FL 33014.

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The present street address of the office of this corporation is 1246 W. 68 Street, Hialeah, FL 33014. The name of the initial Registered Agent of this corporation is **MANUEL GONZALEZ.**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than two (2). The initial directors of this corporation are:

Manuel Gonzalez - President/Treasurer 1246 W. 68th St.
Hialeah, FL 33014
Lilian Gonzalez - Vice-President/Secretary 1246 W. 68th St.
Hialeah, FL 33014

Prepared by: Manuel Gonzalez
1246 W. 68th St.
Hialeah, FL 33014
(305) 556-6100

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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:
Manuel Gonzalez - 1246 W. 68 Street, Hialeah, FL 33014.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this July 8, 1996.

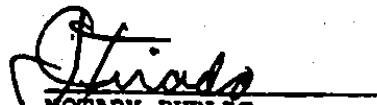

Incorporator

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Manuel Gonzalez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 8th of July, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



J. TIRADO
My Comm Exp. 6/18/97
Bonded By Service Ins
No. CC276390

Personally Known Other A.B.

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That SUNSET DENTAL CORP. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed Manuel Gonzalez, 1246 W 68 Street, Hialeah, Fl 33014, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of SUNSET DENTAL CORP. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this July 8, 1996.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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