

P98000060070

TRANSMITTAL LETTER

November 18, 1998

From: Jared W. Woolf, D.D.S.
1621 Caribbean Drive
Sarasota, FL 34231

To: Attention: Carol Mustain
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(904) 487-6052

200002695802--3
-11/24/98--01007--027
*****43.75 *****43.75

Re: Marketplace Dental Delray P.A.

I am forwarding to you enclosed an original and one (1) copy of the Articles of Amendment of the above referenced corporation. Please file the Articles of Amendment and provide a copy and Certificate of Status to the following address: David A. Willens, Esq., 721 NE Lakeview Terrace, Boca Raton, FL 33431. Also enclosed is a check for \$43.75, constituting the fees for filing the Amendment and the Certificate.

Very truly yours,

J. Woolf
Jared W. Woolf, D.D.S.

98 NOV 24 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

*David Willens
561-417-3220
On 11/24/98
No Amendment
Cert Copy
P98000060070*

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
MARKETPLACE DENTAL DELRAY P.A.

Pursuant to the provisions of Section 607.1006 Florida Statutes, this Florida professional corporation hereby adopts the following articles of amendment to its articles of incorporation:

FIRST: The following amendments are hereby adopted:

Article I. Name. The name of this Florida professional corporation is: California Club Dentistry P.A.

Article II. Address. The mailing address of the Corporation is: 17968 Fieldbrook Circle, Boca Raton, FL 33496.

Article III. Registered Agent. The name and address of the registered agent of the Corporation is: Jared W. Woolf, D.D.S., 17968 Fieldbrook Circle, Boca Raton, FL 33496.

Article IV. Board of Directors. The name of each member of the Corporation's Board of Directors is: Jared W. Woolf, D.D.S. The corporation shall have one (1) director. The number of directors may be increased or decreased from time to time pursuant to the bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. To the fullest extent permitted by applicable law as the same exists or may hereafter be amended, a director or officer or former director or officer of this Corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director or officer. The Corporation shall fully indemnify every current and former director and officer of the Corporation from personal liability to the fullest extent permitted by applicable law. Any repeal or modification of this ARTICLE IV shall not adversely affect any right or protection of an officer or director of the corporation existing at the time of such repeal or modification.

SECOND: The date of each amendment's adoption is: November 18, 1998.

THIRD: This amendment was approved by the shareholders of the Corporation. All of the issued and outstanding shares were cast in favor of approving this amendment.

This Amendment is hereby executed on this 18th day of November, 1998.

By: Jared W. Woolf
Jared W. Woolf, D.D.S., Sole Shareholder and Director

FILED
98 NOV 24 PM 6 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

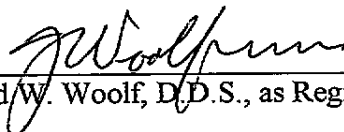
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

The corporation indicated below, organized under the laws of the State of Florida, submits the following statement designating its new registered office/registered agent in the State of Florida:

1. The name of the corporation is: California Club Dentistry P.A. (f/k/a Marketplace Dental Delray P.A.
2. The name and address of the registered agent and office is:

Jared W. Woolf, D.D.S., 17968 Fieldbrook Circle, Boca Raton, FL 33496

3. Having been named as registered agent, I hereby agree, as Registered Agent, to accept Service of Process for the above stated corporation at the place designated in this certificate and I 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.



Jared W. Woolf, D.D.S., as Registered Agent

November 18, 1998
Date