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May 18, 1998

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32304

300002530313-9
-05/20/98-01079-002-9
****262.50 ****262.50

Re: Morningstar Dental Services, Ltd.

Dear Sir:

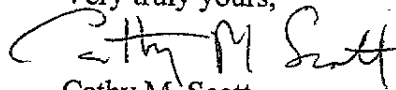
Enclosed please find a Certificate of Limited Partnership of Morningstar Dental Services, Ltd. and an Affidavit of Capital Contributions, in duplicate, to be filed upon your receipt of this package. A check in the amount of \$262.50 is also enclosed to cover the following:

| | |
|------------------------------|------------------------|
| Filing Fee | \$175.00 |
| Registered Agent Designation | 35.00 |
| Certified Copy | 52.50 |
| TOTAL | <u>\$262.50</u> |

Please be advised that the principal of Morningstar Dental Services, Inc. and the principal of Morningstar Dental Services, Ltd. will be the same individual; therefore, there should be no problem with the similarity of the names of the two entities.

Please return the certified copy of the Certificate of Limited Partnership to the attention of the undersigned.

Very truly yours,



Cathy M. Scott
Legal Assistant to
Steven R. Parson

CMS/md
ENCLOSURES

cc: Mr. Herbert M. Valencia (w/enc.)
Thomas O. Katz, Esq. (w/enc.)
Steven R. Parson, Esq. (w/enc.)

| | |
|-------------------|-------------|
| Name | |
| Availability | <i>MSTH</i> |
| Document Examiner | <i>1264</i> |
| Updater | <i>MSTH</i> |
| Updater Verifyer | <i>MSTH</i> |
| Acknowledgement | <i>MSTH</i> |
| W. P. Verifyer | <i>MSTH</i> |

498-1264

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**CERTIFICATE OF LIMITED
PARTNERSHIP OF
MORNINGSTAR DENTAL SERVICES, LTD.**

The undersigned desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Morningstar Dental Services, Ltd.
(the "Partnership")

2. Address of the Partnership. The office address of the Partnership is located at:

777 S. Flagler Drive
8th Floor, West Tower
West Palm Beach, FL 33401
Attn: Mr. Herbert M. Valencia

3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes are:

Herbert M. Valencia
777 S. Flagler Drive
8th Floor, West Tower
West Palm Beach, FL 33401

4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

Morningstar Dental Services, Inc. *p98-31297*
777 S. Flagler Drive
8th Floor, West Tower
West Palm Beach, FL 33401

5. Mailing Address of the Partnership. The mailing address of the Partnership is:

777 S. Flagler Drive
8th Floor, West Tower
West Palm Beach, FL 33401

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6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.

7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is May 4, 2048.

The execution of this Certificate of Limited Partnership by the undersigned sole General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 15th day of May, 1998.

MORNINGSTAR DENTAL SERVICES, INC.,
a Florida corporation, Sole General Partner

By: Herbert M. Valencia
Herbert M. Valencia, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 15th day of May, 1998.

Herbert M. Valencia
Herbert M. Valencia

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STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

1. The amount of capital contributions to the Partnership made by the limited partners is \$25,000.00.
2. The amount anticipated to be contributed by the limited partners is \$-0-.

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