

F94000004714

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

REGISTERED AGENT CHANGE
ORTHODONTIC CENTERS OF FLORIDA, INC.

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RA Change

8/25/04

DC

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Orthodontic Centers of Florida, Inc.
2. The principal office address: _____
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 9-13-1994 Document number: F94000004714

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

National Registered Agent

526 E. Park Avenue

Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System

c/o CT Corporation System

(P.O. Box or personal mailbox NOT acceptable)

1200 South Pine Island Road, Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Mary R. Adams
(Signature of an officer, chairman or vice chairman of the board)

Mary R. Adams, Attorney-in-Fact
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

CT Corporation System

By: Mary R. Adams
(Signature of Registered Agent)

8/24/04
(Date)

If signing on behalf of an entity:

MARY R. ADAMS
ASSISTANT SECRETARY

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT ORTHODONTIC CENTERS OF AMERICA, INC. ("Corporation"), a corporation incorporated under the laws of DELAWARE does hereby appoint Jennifer Aultman and Mary Adams as attorney-in-fact for the Corporation to act for the Corporation and subsidiaries of the Corporation attached hereto as Exhibit A (The "Subsidiaries") in the Corporation's and Subsidiaries' names for the limited purposes authorized herein.

The Corporation and Subsidiaries, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and Subsidiaries' registered agent and registered office, or the agent and office of similar import, in any state.

This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on this 26 day of JULY, 2004.

BT Aultman
President/Vice President

Mary Adams
Secretary/Assistant Secretary

Sworn to and subscribed before me
this 26 day of JULY, 2004

Mary Ann Brockhaus
Notary Public, State of
Commission Expires: AT DEATH

ORTHODONTIC CENTERS OF AMERICA, INC.

Name of Entity	State of Incorporation	Foreign Qualification	FEIN
Orthodontic Centers of America, Inc. (PARENT)	Delaware	Florida Louisiana Texas	72-1278948
Orthodontic Centers of Alabama, Inc.	Delaware	Alabama	72-1277093
Orthodontic Centers of Arizona, Inc.	Delaware	Arizona	72-1291232
Orthodontic Centers of Arkansas, Inc.	Delaware	Arkansas	72-1418907
Orthodontic Centers of California, Inc.	Delaware	California	72-1289079
Orthodontic Centers of California-Vista, Inc. - DOC Corporation - OCA Roncone Corp.	Delaware California California	California n/a n/a	42-1538398 ? ?
Orthodontic Centers of Colorado, Inc.	Delaware	Colorado	72-1277095
Orthodontic Centers of Connecticut, Inc.	Delaware	Connecticut	72-1300411
Orthodontic Centers of Florida, Inc.	Delaware	Florida	72-1277097
Orthodontic Centers of Georgia, Inc.	Delaware	Georgia	72-1277098
Orthodontic Centers of Hawaii, Inc.	Delaware	Hawaii	72-1425963
Orthodontic Centers of Idaho, Inc.	Delaware	Idaho	72-1454277
Orthodontic Centers of Illinois, Inc.	Delaware	Illinois	72-1291230
Orthodontic Centers of Indiana, Inc.	Delaware	Indiana	72-1280663
Orthodontic Centers of Iowa, Inc.	Delaware	Iowa	47-0890342
Orthodontic Centers of Kansas, Inc.	Delaware	Kansas	72-1418908
Orthodontic Centers of Kentucky, Inc.	Delaware	Kentucky	72-1280666
Orthodontic Centers of Louisiana, Inc.	Delaware	Louisiana	72-1277100
Orthodontic Centers of Maine, Inc.	Delaware	Maine	72-1444186
Orthodontic Centers of Maryland, Inc.	Delaware	Maryland	72-1291229
Orthodontic Centers of Massachusetts, Inc.	Delaware	Massachusetts	72-1305666
Orthodontic Centers of Michigan, Inc.	Delaware	Michigan	72-1406962
Orthodontic Centers of Minnesota, Inc.	Delaware	Minnesota	72-1336453
Orthodontic Centers of Mississippi, Inc.	Delaware	Mississippi	72-1277101
Orthodontic Centers of Missouri, Inc.	Delaware	Missouri	72-1406961
Orthodontic Centers of Nebraska, Inc.	Delaware	Nebraska	46-0490483
Orthodontic Centers of Nevada, Inc.	Nevada	N/A	72-1305665
Orthodontic Centers of New Hampshire, Inc.	Delaware	New Hampshire	72-1435495
Orthodontic Centers of New Jersey, Inc.	Delaware	New Jersey	72-1302916
Orthodontic Centers of New Mexico, Inc.	Delaware	New Mexico	72-1418906