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JOHN M. RODRIGUEZ
CEASAR MESTRE, JR.

Royal Palm Plaza
Suite 220
7600 West 20th Ave.
Hialeah Florida 33016

July 22, 1999

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Amendment Department

RE: Keli Dental Studio, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment of the above-referenced corporation to be filed. We are enclosing a check in the amount of \$43.75 which represents a filing fee of \$35.00 and \$8.75 for one certified copy.

Please use the enclosed prepared FedEx USA Airbill to forward the certified copy to us once the amendments have been filed.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

CEASAR MESTRE, JR., ESQ.

CMJ/lg

Enclosures

*Libby gave authorization
to correct #5 by deleting
2 words. 7/28/99*

Amend. & N/C

100002940191--5
-07/23/99-01063-022
*****43.75 *****43.75

V. SHEPARD JUL 29 1999

FILED
99 JUL 23 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
KELI DENTAL STUDIO, INC.**

**FILED
99 JUL 23 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

1. Article I of the Articles of Incorporation of KELI DENTAL STUDIO, INC., is hereby amended to read:

The name of this corporation is:

T.L.C. - KELI DENTAL LABORATORIES, INC.

2. Article IV of the Articles of Incorporation of KELI DENTAL STUDIO, INC., is hereby amended to read:

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, as follows: JOSE GUARAZ 25 shares, MARTHA F. GUARAZ, 25 shares, ROD LONDONO, 25 shares, and MARGARITA B. LONDONO, 25 shares.

3. Article VI of the Articles of Incorporation of KELI DENTAL STUDIO, INC., is hereby amended to read:

The principal place of business of this corporation is 99 N.W. 183rd Street, Suite 111, Miami, Florida 33169.

4. Article VII of the Articles of Incorporation of KELI DENTAL STUDIO, INC., is hereby amended to read:

The street address of the registered office of this corporation is 99 N.W. 183rd Street, Suite 111, Miami, Florida 33169, and the name of the registered agent of this corporation at that address is JOSE GUARAZ.

5. Article VIII of the Articles of Incorporation of KELI DENTAL STUDIO, INC., is hereby amended to read:

This corporation shall have four directors, ~~initially~~^{is}. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than two. The names and addresses of the ~~initial~~^{is} directors are:

Jose Guaraz	Martha F. Guaraz
2403 N.E. 202 Street	2403 N.E. 202 Street
North Miami Beach, Florida 33180	North Miami Beach, Florida 33180

Rod Londono	Margarita B. Londono
19950 N.W. 62nd Avenue	19950 N.W. 62nd Avenue
Miami, Florida 33015	Miami, Florida 33015

That as of the date of execution of these Articles of Amendment of KELI DENTAL STUDIO, INC., the names and addresses of the directors of the corporation are:

JOSE GUARAZ	MARTHA F. GUARAZ
2403 N.E. 202 Street	2403 N.E. 202 Street
North Miami Beach, Florida 33180	North Miami Beach, Florida 33180

ROD LONDONO	MARGARITA B. LONDONO
19950 N.W. 62nd Avenue	19950 N.W. 62nd Avenue
Miami, Florida 33015	Miami, Florida 33015

6. Article IX of the Articles of Incorporation of KELI DENTAL STUDIO, INC. is hereby amended to read:

The names and addresses of the officers of the corporation are:

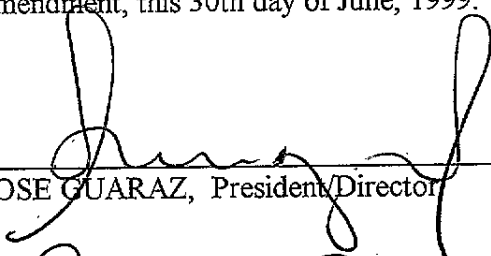
President:	JOSE GUARAZ,	2403 N.E. 202 Street North Miami Beach, Florida 33180
Vice President	ROD LONDONO	19950 N.W. 62nd Avenue Miami, Florida 33015

Secretary MARTHA F. GUARAZ 2403 N.E. 202 Street
North Miami Beach, FL 33180

Treasurer MARGARITA B. LONDONO 19950 N.W. 62nd Avenue
Miami, Florida 33015

7. The foregoing Amendment was adopted by the Shareholders of this Corporation on June 30, 1999.

IN WITNESS WHEREOF, the undersigned President/Director and Secretary/Director of this Corporation have executed these Articles of Amendment, this 30th day of June, 1999.



JOSE GUARAZ, President/Director



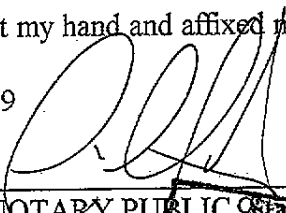
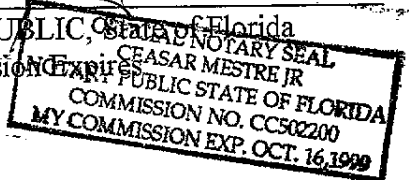
MARTHA F. GUARAZ, Secretary/Director

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOSE GUARAZ and MARTHA F. GUARAZ, known to me and known by me to be the persons who executed the foregoing Articles of Amendment, and they acknowledged before me that they executed those Articles of Amendment.

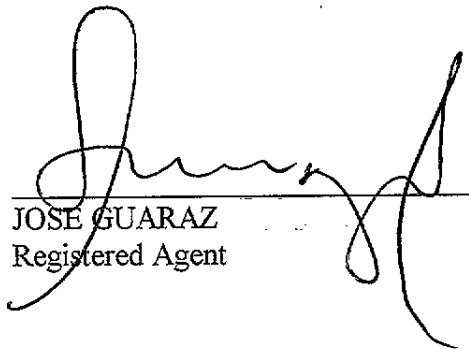
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of June, 1999


NOTARY PUBLIC, State of Florida
My Commission Expires

CEASAR MESTRE JR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC502200
MY COMMISSION EXP. OCT. 16, 1999

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above named corporation, the undersigned does hereby accept such appointment and does hereby agree to do all things necessary in order to carry out any and all duties required of such position.

DATED this 30th day of June, 1999.



JOSE GUARAZ
Registered Agent