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**SIMON ROSIN
ATTORNEY AT LAW**

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SARASOTA, FLORIDA 34234

Office Telephone
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October 30, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Subject: Filing of Articles of Organization of
Ruth Patricia Shields, D.D.S., L.L.C.

Dear Madame or Sir:

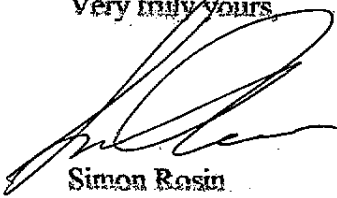
Enclosed you will find:

1. Original and copy of Articles of Organization of Ruth Patricia Shields, D.D.S., L.L.C. Please file the original and return certified copy of the Articles to the registered agent at the principal office address of the L.L.C.
2. Signed and notarized Statement Designating Registered Agent and Office.
3. My client's check in the amount of \$155.00 representing \$100.00 fee for filing subject articles, \$30.00 for certified copy of filed articles, and \$25.00 for filing Statement Designating Registered Agent and Office.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV -6 PM 5:00

FILED

Very truly yours,



Simon Rosin

L00-13780
OR

ARTICLES OF ORGANIZATION
OF RUTH PATRICIA SHIELDS, D.D.S., L.L.C.

Ruth Patricia Shields, D.D.S. is signing and entering into this document for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability company for profit. Ruth Patricia Shields, D.D.S. further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited company.

ARTICLE ONE

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be "**RUTH PATRICIA SHIELDS, D.D.S., L.L.C.**" and its principal office shall be located at Suite B, 560 North Washington Boulevard, Sarasota, Florida 34237, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE TWO

PURPOSES AND POWERS

The purpose of this limited liability company is the practice of dentistry. In addition this limited liability company shall have all of the powers authorized by the laws of the State of Florida for limited liability companies and:

1. To carry on any incidental business and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
2. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on pursuant to the provisions of these Articles. Also, to hold, utilize, and in any manner dispose of the rights and property so acquired.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, dental care provider, and to perform, carry out, assign, cancel or rescind any such contracts.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

SECRETARY OF STATE
NOV - 6 PM 5: 00
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Nothing contained herein shall be construed or interpreted to allow this limited liability company from doing any thing or act or taking any action that a limited liability company is prohibited from doing under the laws of the State of Florida.

ARTICLE THREE

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the member(s) of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the member(s) of the limited liability company.

ARTICLE FOUR

MANAGEMENT

Dr. Ruth Patricia Shields, D.D.S. is the only member of this limited liability company. Her street and mailing address is Suite B, 560 North Washington Boulevard, Sarasota, Florida 34237. She shall have the power and authority to, and she shall manage this limited liability company.

ARTICLE FIVE

MEMBER(S)HIP RESTRICTIONS

Member(s) shall have the right to admit new member(s) by unanimous consent. Contributions required of new member(s) shall be determined as of the time of admission to this limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all member(s).

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining member(s) shall have the right to continue the business on unanimous consent of the remaining member(s).

ARTICLE SIX

CAPITAL CONTRIBUTIONS

Capital contributions and additional contributions shall be paid and made as required by Dr. Ruth Patricia Shields, D.D.S.

ON NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE SEVEN

PROFITS AND LOSSES

The member(s) shall be entitled to the net profits arising from the operation of this limited liability company that remains after the payment of the expenses of conducting the business of this limited liability company. Each member shall be entitled to the distributive share of the profits that such member or member(s) agreed to when Dr. Ruth Patricia Shields, D. D.S. agreed, in writing and pursuant to the written agreement, allowing such member(s) to become a member.

All losses that occur in the operation of this limited liability company business shall be paid out of the capital of this limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the member(s) as previously agreed to, in writing and pursuant to their written agreement with Dr. Ruth Patricia Shields, D.D.S.

ARTICLE EIGHT

DURATION

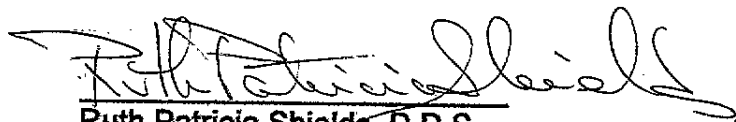
This limited liability company shall exist for as long as desired by Dr. Ruth Patricia Shields, D.D.S. or until dissolved in a manner provided by law, or as provided in the regulations adopted by the member(s).

ARTICLE NINE

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this limited liability company is at Suite B, 560 North Washington Boulevard, Sarasota, Florida 34237. Dr. Ruth Patricia Shields, D.D.S. is the company's initial registered agent at that address.

The undersigned, being the original member of this limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of **PATRICIA. SHIELDS, D.D.S., L.L.C.**


Ruth Patricia Shields, D.D.S.
RA / member

00 NOV - 6 5:00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA
COUNTY OF SARASOTA

Pursuant to the provisions of Florida Statute Section 608.415 of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is registered agent is Ruth Patricia Shields

The name of the limited liability company is "RUTH PATRICIA SHIELDS, D.D.S., L.L.C." and the company's principal office where the agent is located is Suite B, 560 North Washington Boulevard, Sarasota, Florida 34237.

This statement is to acknowledge that, as indicated above, **RUTH PATRICIA SHIELDS, D.D.S., L.L.C.** has appointed me, RUTH PATRICIA SHIELDS, D.D.S. as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in that 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.

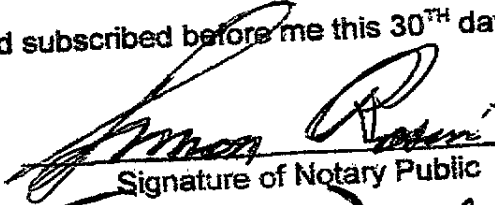

Ruth Patricia Shields, D.D.S.

00 NOV -6 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 30TH day of October, 2000 by Ruth
Patricia Shields .

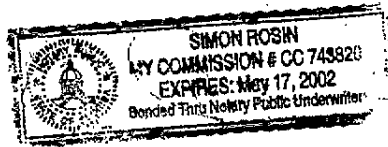


Signature of Notary Public State of Florida

Simon Rosin

(Print, Type, or Stamp Commissioned Name of Notary Public)

Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____



FILED
00 NOV -6 PM 5: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA