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Division of Corporations

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From:

Account Name : FILINGS, INC.  
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Phone : (850) 385-6735  
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AL

LIMITED LIABILITY COMPANY

SOUTH FLORIDA SCHOOL OF DENTAL SERVIVES, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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**ARTICLES OF ORGANIZATION**  
**OF**  
**SOUTH FLORIDA SCHOOL OF DENTAL SERVICES, L.L.C.**

**ARTICLE I-Name:**

The name of the Limited Liability Company is:

South Florida School of Dental Services, L.L.C.

**EFFECTIVE DATE: JANUARY 1, 2002.**

**ARTICLE II-Address:**

The mailing address, including the street number, of the principal office of the Limited Liability Company is:

7040 W. Palmetto Park Road, #4-640, Boca Raton, FL 33433.

**ARTICLE III-Duration:**

The period of duration for the Limited Liability Company shall be:

Perpetual.

**ARTICLE IV-Purpose:**

This Limited Liability Company is organized for the purpose of:

- (a) Owning and operating a school to teach certain dental related occupations;
- (b) Owning or Leasing Real Property for the purpose of rental and investment;
- (c) To purchase, sell exchange, lease, assign, transfer, encumber or otherwise deal in or with real property, personal property, equipment, supplies and other items in relation to the purposes stated herein, including to borrow for the acquisition of and/or to pledge and/or encumber such property;
- (d) To do any and all things permitted by law incident to the foregoing, including but not by limitation, the borrowing of funds, pledging of Limited Liability Company assets, and dealing with tangible and intangible property of all kinds; and

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(e) In general, to carry on any other business in connection with the foregoing, or otherwise, and to transact any or all lawful businesses, and to have and exercise all the powers conferred by the laws of Florida on limited liability companies formed under The Florida Limited Liability Company Act.

#### **ARTICLE V-Management:**

The Limited Liability Company is to managed by the Board of Managers, as more specifically set forth in the Operating Agreement, and the names and addresses of the Managers are:

Cesar Ochoa, 5024 Polaris Cove, Greenacres, Florida 33463.

Candace Zarbock, 7040 W. Palmetto Park Road, #4-640, Boca Raton, FL 33433.

#### **ARTICLE VI-Withdrawal or Disqualification of Member:**

Upon an event of withdrawal or disqualification of a member, the remaining members shall have the right, subject to the provisions set forth in the Operating Agreement, to continue the business and affairs of the Limited Liability Company.

#### **ARTICLE VII-Admission of Additional Members:**

The members may admit additional members upon the affirmative vote of at least seventy five percent (75%) of the members.


#### **ARTICLE VIII-Tax Purposes:**

For tax purposes, the Limited Liability Company will be operating as a partnership.

**IN AFFIRMATION THEREOF**, the facts stated above in these Articles of Organization are true.

**DATED** this 28th day of December, 2001.

Cesar Ochoa  
Organizer



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**CERTIFICATE OF DESIGNATION**  
**OF**  
**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

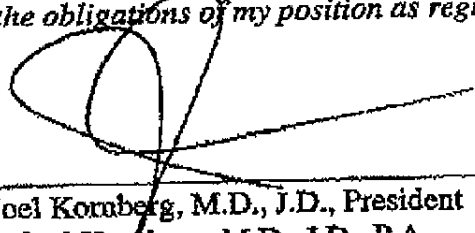
1. The name of the limited liability company is:

South Florida School of Dental Services, L.L.C.

2. The name and address of the registered agent and office is:

Joel Kornberg, M.D., J.D., P.A.  
7301-A West Palmetto Park Road, Suite 305C  
Boca Raton, Florida 33433

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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.*

  
\_\_\_\_\_  
Joel Kornberg, M.D., J.D., President  
Joel Kornberg, M.D., J.D., P.A.

12/28/01  
(Date)

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**AFFIDAVIT FOR SOUTH FLORIDA SCHOOL OF DENTAL  
SERVICES, INC.**

STATE OF FLORIDA  
COUNTY OF PALM BEACH


The undersigned, Cesar Ochoa, President of South Florida School of Dental Services, Inc., being duly sworn, deposes and says:

The Board of Directors and the Shareholders of South Florida School of Dental Services, Inc. have unanimously agreed to the following:

1. The Corporation is authorized to file Articles of Dissolution and be dissolved with an effective date of January 1, 2002.
2. The Corporation has no intention of revoking its Articles of Dissolution.
3. The Corporation hereby gives consent for the name: "South Florida School of Dental Services" to be used by Cesar Ochoa and Candace Zarbock as the name of a new entity: "South Florida School of Dental Services, L.L.C."

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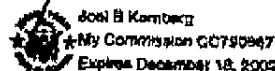
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\_\_\_\_\_  
Cesar Ochoa  
President

Appeared before me this 28th day of December, 2001, Cesar Ochoa, as President of South Florida School of Dental Services, Inc., who is personally known to me, and swore that the statements made in the foregoing affidavit are true to the best of his knowledge and belief.

  
\_\_\_\_\_  
Notary Public

My commission expires:



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