

L020000006325

MITCHELL A. SHERMAN, P.A.

Attorney at Law

Mitchell A. Sherman

02 MAR 13 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wachovia Bank Building
1301 N. Congress Ave.
Suite 210
Boynton Beach, Florida 33426

Telephone (561) 738-1202
Fax: (561) 738-1676
Email: mas@mshermanpa.com

February 27, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600005100136--4
-03/13/02--01072--003
***125.00 ***125.00

Via overnight mail

Re: Perfect Smile Dentistry L.L.C.

Dear Sirs:

Enclosed please find for filing are the Articles of Organization for the referenced Florida limited liability company. Please find enclosed my check in the amount of \$125.00 for the filing fees.

Should you have any questions, please contact the undersigned.

Very truly yours,
Mitchell A. Sherman, P.A.



Mitchell A. Sherman

MAS/mw

03/19 @ 9:52 am
per Mitchell Sherman
Cross Holdings Out of Name

J. BRYAN MAR 18 2002

ARTICLES OF ORGANIZATION
OF
PERFECT SMILE DENTISTRY, L.L.C.

FILED
02 MAR 13 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of creating a limited liability company under the Florida Limited Liability Company Act (the "Act"), Chapter 608, Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is **PERFECT SMILE DENTISTRY**, L.L.C. (the "Company").

ARTICLE II - DURATION

This Company shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The mailing address and street address of the initial principal office of the Company is **Suite 208, Mizner Place, 12300 South Shore Blvd., Wellington, Florida 33414**. The initial registered agent for the Company at that address is **Barbara Bates**.

ARTICLE IV - ADDITIONAL MEMBERS

No person may be admitted as a Member unless each existing Member consents in writing to the admission of the additional Member.

ARTICLE V - RIGHT TO CONTINUE BUSINESS

The remaining Members Company may continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member of the Company.

ARTICLE VI - MANAGEMENT

The business and affairs of the Company shall be managed under the direction of the Managing Member(s), who may exercise all powers of the Company and perform or authorize the performance of all lawful acts which are not by the Act or the Regulations adopted by the Company directed or required to be exercised or performed by the Members. This Company shall have at least one Managing Member initially with the exact number of Managing members to be specified by the Members from time to time unless the Members shall by a majority vote, determine that the Company be managed solely by the Members. The name and address of the initial Member and Managing Member is **Barbara Bates, Suite 208, Mizner Place, 12300 South Shore Blvd., Wellington, Florida 33414**. The initial Managing Member shall serve until the first annual meeting of the Members or until his successors are elected and qualify.

ARTICLE VII - INDEMNIFICATION

The Company shall indemnify and hold harmless any Managing Member or any former Managing Member, to the fullest extent permitted by law either now existing or hereafter enacted from and against any and all claims and demands whatsoever.

FILED
02 MAR 13 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of
Organization on the 27th day of February, 2002.


(In accordance with section 608.408(3), Florida Statutes, the execution
Of this document constitutes an affirmation under the penalties of
Perjury that the facts stated herein are true.)

By: Barbara Bates
Barbara Bates, Member

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County
set forth above, personally appeared **Barbara Bates**, known to be and known by me to be the
person who executed the foregoing Articles of Organization, and he acknowledged before me that
he executed those Articles of
Organization.



NOTARY PUBLIC, State of Florida at
Large

My Commission Expires:



Mitchell A Sherman
My Commission DD049103
Expires August 12, 2005

FILED
02 MAR 13 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: **PERFECT SMILE DENTISTRY, L.L.C.**
2. The name and address of the registered agent and office is:

Barbara Bates
**Suite 208, Mizner Place, 12300 South Shore Blvd.
Wellington, Florida 33414.**

Having been named as registered agent and to accept service of process for the above stated 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.

Barbara Bates
Barbara Bates

2/27/02
Date

G:\clients\AKEL\RESMI\ARTICLES.ORG

FILED
02 MAR 13 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA