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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Victor J. Grasso, D.D.S., PLLC

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**ARTICLES OF ORGANIZATION FOR
FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY
OF
VICTOR J. GRASSO, D.D.S., PLLC**

THE UNDERSIGNED, under the Florida Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, hereby makes, acknowledges, adopts, and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company is **VICTOR J. GRASSO, D.D.S., PLLC** (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 5224 Old Gallows Way, Naples, Florida 34105.

ARTICLE III - REGISTERED AGENT & REGISTERED OFFICE

The name and the Florida street address of the registered agent is HL Statutory Agent, Inc., 3301 Bonita Beach Road, Suite 308, Bonita Springs, Florida 34134.

ARTICLE IV - PURPOSE

The general purposes for which this Company is organized shall be to render professional dentistry services to the general public, and to do all things in connection therewith that are customarily performed by licensed dentists under the laws of the State of Florida. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a limited liability company by the Professional Service Corporation and Limited Liability Company Act.

ARTICLE V - LIMITATION ON MEMBERSHIP

No one other than an individual who is duly licensed or legally authorized to render licensed dentistry services in the State of Florida or an organization described in Section 621.051 of the Florida Professional Service Corporation and Limited Liability Company Act may become a member of the Company. No member of the Company shall enter into an agreement vesting another person with the authority to exercise the voting power of any membership interest in the Company. Any member who becomes legally disqualified to render dentistry services shall sever all employment with and financial interest in the Company. No Member of the Company may sell or transfer his

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membership interest in the Company, except to another individual or an organization eligible to become a Member of the Company.

ARTICLE VI – MANAGEMENT

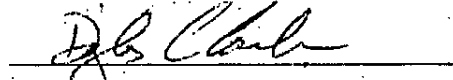
The Company shall be managed by the members and is, therefore, a member-managed company.

ARTICLE VII – OPERATING AGREEMENT

Any Operating Agreement (as defined in section 608.402(24) of the Florida Limited Liability Company Act), relating to the Company, must be in writing and signed by all of the members and must comply with all of the requirements of the Act.

NOW THEREFORE, the undersigned has executed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 5th of ~~May~~ JUNE, 2007.

By:



Douglas C. Carlson, Esq.

Authorized Representative of Member

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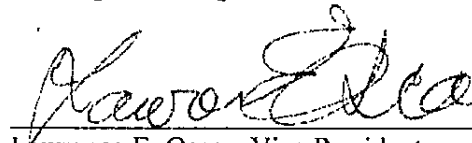
**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VICTOR J. GRASSO, D.D.S., PLLC**

Pursuant to Chapter 608, Florida Limited Liability Company Act, HL Statutory Agent, Inc. located at 3301 Bonita Beach Road, Suite 308, Bonita Springs, Florida 34134, having been named as registered agent to accept service of process upon **VICTOR J. GRASSO, D.D.S., PLLC**, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

NOW THEREFORE, the undersigned corporation has caused this Certificate to be executed on this 8th day of June, 2007.

HL STATUTORY AGENT, INC.
(as Registered Agent)

By:


Lawrence E. Oscar, Vice President

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