

Division of Corporations

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L10000061334

Florida Department of State
Division of Corporations
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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
DENTAL TEAM OF WEST PALM BEACH, PLLC**

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2010 JUL 27 AM 10:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF**

DENTAL TEAM OF WEST PALM BEACH, PLLC

L10000061334

FIRST: The date of filing of the Articles of Organization was June 8, 2010.

SECOND: The limited liability company adopted the following Amended and Restated Articles of Organization to be filed with the Florida Department of State pursuant to Section 608.411 of the Florida Limited Liability Company Act:

**ARTICLE I
NAME**

The name of the limited liability company is Dental Team of West Palm Beach, PLLC (the "Company"). The Company is being formed for the practice of dentistry and all other activities permitted under applicable law.

**ARTICLE II
ADDRESS**

The street and mailing address of the initial principal office of the Company is: Dental Team of West Palm Beach, PLLC, 951 Broken Sound Parkway NW Ste 185, Boca Raton, FL 33487.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent and registered office of the Company is David Willens, 951 Broken Sound Pkwy NW, Suite 185, Boca Raton, FL 33487.

**ARTICLE IV
TRANSFERABILITY OF MEMBERSHIP INTERESTS**

The Company's Operating Agreement restricts each member's ability to transfer or assign its membership interest in the Company. No members shall have the right to transfer or assign their membership interests in the Company except as permitted in the Company's Operating Agreement, and any such transfer or assignment made in contravention of the Company's Operating Agreement shall be null and void.

**ARTICLE V
DISTRIBUTION OF PROFITS**

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote

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of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

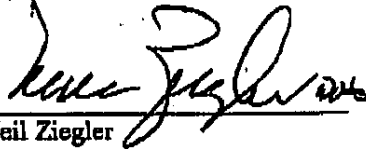
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**ARTICLE VI
MANAGEMENT**

The Company is to be manager-managed to the extent and subject to the restrictions set forth in the Company's Operating Agreement. The manager's authority to bind the Company with respect to the incurrence of debt, the disposition of assets, the sale of membership interests and various other matters is restricted by the terms of the Company's Operating Agreement:

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 24 day of July, 2010.

**FLORIDA DENTAL HOLDINGS, PLLC, as
member**



By: Neil Ziegler
Title: Manager

07/27/2010 15:33 FAX 305 358 5744

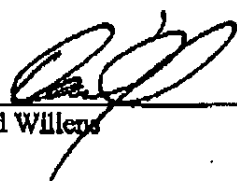
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Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.



David Willens

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TALLAHASSEE, FLORIDA