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T. CLINE

AUG - 3 2010

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Healthy Smiles Dental of Palm Coast, LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jill G. Weiss, Esq.  
Name of Person  
Rutherford Mulhall, PA  
Firm/Company  
3399 PGA Blvd., Suite 210  
Address  
Palm Beach Gardens, FL 33410  
City/State and Zip Code  
jweiss@rmlawyer.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jill G. Weiss, Esq. at (561) 691-8111  
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee  
☐ \$130.00 Filing Fee & Certificate of Status  
☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)  
☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

### Mailing Address

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

### Street/Courier Address

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**ARTICLES OF ORGANIZATION  
OF  
HEALTHY SMILES DENTAL OF PALM COAST, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

**ARTICLE I - NAME**

The name of this limited liability company ("Company") is:

HEALTHY SMILES DENTAL OF PALM COAST, LLC.

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is:


1264 Palm Coast Parkway, Palm Coast, FL 32137

**ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent is:

Jacques Benchimol, 1264 Palm Coast Parkway, Palm Coast, FL 32137

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 accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
Jacques Benchimol, DDS  
On behalf of  
Health Smiles Dental of Palm Coast, LLC, as Registered Agent

7-26-10  
(Date)

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#### ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

JACQUES BENCHIMOL, MGR  
1264 Palm Coast Parkway, Palm Coast, FL 32137

The undersigned executed these Articles of Organization effective as of June, 2010.

  
\_\_\_\_\_  
JACQUES BENCHIMOL, Authorized Representative

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**CERTIFICATE OF THE MANAGING MEMBER  
OF  
HEALTHY SMILES DENTAL OF PALM COAST, LLC**

I, JACQUES BENCHIMOL, the Sole Member of HEALTHY SMILES DENTAL OF PALM COAST, LLC, a limited liability company organized under the laws of the State of Florida (the "Company"), without a formal meeting, but upon the unanimous written consent of the Sole Member as shown below, **DO HEREBY CERTIFY THAT:**

The sole and managing member of the Company adopted the attached banking resolution by written consent as of the date indicated therein, such vote represented by said Written Consent being sufficient for approval of the resolutions adopted therein, and such resolutions have not been altered or rescinded and remain in full force and effect.

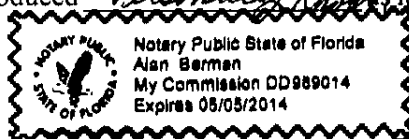
**IN WITNESS WHEREOF**, I have hereunto set my hand as Sole and Managing Member of said Company and affixed the Company's Seal this 26 day of July 2010.

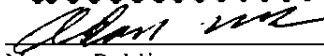
(SEAL)

  
\_\_\_\_\_  
JACQUES BENCHIMOL, Managing Member

STATE OF FLORIDA                    )  
  )  
COUNTY OF PALM BEACH COUNTY    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of JUNE 2010, by JACQUES BENCHIMOL, as Managing Member of HEALTHY SMILES DENTAL OF PALM COAST, LLC, a Florida limited liability company, on behalf of the corporation. JACQUES BENCHIMOL is personally known to me or produced Personal Knowledge identification and who did not take an oath.



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

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**WRITTEN CONSENT OF  
THE SOLE MANAGING MEMBER OF  
HEALTHY SMILES DENTAL OF PALM COAST, LLC  
CORPORATE BANKING RESOLUTION**

**THE UNDERSIGNED**, being the Managing Member of HEALTHY SMILES DENTAL OF PALM COAST, LLC, a Florida company, authorized to transact business in the State of Florida, (the "Company"), pursuant to Section 608.4231 of the Florida Statutes, do hereby consent to the following action in lieu of a special meeting of the Managing Members of the Company:

**BE IT RESOLVED**, that JACQUES BENCHIMOL, as the Managing Member of the Company, is hereby authorized, directed and empowered to execute and deliver all documentation necessary to:

- (1) Open in the name of the Company new checking and/or other accounts in such federally insured financial or banking institutions as he may select, in his discretion.

**DATED:** June 26<sup>th</sup>, 2010

  
\_\_\_\_\_  
JACQUES BENCHIMOL, Managing Member

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