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FROM: FOLEY & LARDNER  
CONTACT: KAREN PETERSON  
PHONE: (904)359-2000

ACCT#: 072720000061

FAX #: (904)359-8700

NAME: PREMIER DENTAL LLC

AUDIT NUMBER.....H98000013371

DOC TYPE.....LIMITED LIABILITY COMPANY

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Secretary of State

July 20, 1998

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KAREN PETERSON

*See attached*

SUBJECT: PREMIER DENTAL, LLC  
REF: W98000016428

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**ARTICLES OF ORGANIZATION  
OF  
PREMIER DENTAL SERVICES, L.L.C.**

1. Name and Principal Place of Business. This limited liability company ("Company"), organized pursuant to Chapter 608, Florida Statutes, shall be known as Premier Dental Services, L.L.C. Its mailing address and principal office shall be located at 970 Sunshine Lane, Suite C, Altamonte Springs, FL.

2. Commencement and Duration of Existence. This Company shall exist perpetually from the date of its commencement, which shall be the date of filing of these Articles with the Florida Secretary of State, and terminate in the manner provided by law, or as provided in the regulations adopted by the members.

3. Purposes and Powers. This Company is organized for all lawful purposes and shall have all powers now or hereafter granted to limited liability companies under the Florida Statutes.

4. Office and Registered Agent. The name and address of the initial registered agent for the Company in the State of Florida is:

F&L Corp.  
200 North Laura Street  
Jacksonville, FL 32202

5. Admission of Additional Members. Additional members may not be admitted except as provided in the Operating Agreement and Regulations adopted by the members.

6. Continuation of Business. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, or the occurrence of any of the other events which causes the dissolution of the Company, the remaining member(s) may vote within ninety (90) days following knowledge by the Company of such event whether or not to continue to conduct the affairs of the Company. The consent of at least a majority of the remaining members in number and in interest shall be required to continue the business of the Company.

Prepared by: Linda Y. Kelso Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
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7. Initial Members. The initial members shall be:

Ron Burrell  
5601 Roanne Way  
Suite 601  
Greensboro, NC 27409

David Edson  
2590 Modac Trail  
Maitland, FL 32751

Michelle J. Charles, D.D.S.  
427 S. Semoran  
Orlando, FL 32807

Michael Elliot  
5601 Roanne Way  
Suite 601  
Greensboro, NC 27409

8. Management. The Company is to be managed by a Manager subject to the oversight of the Members, and the name and address of such manager is:

David Edson  
2590 Modac Trail  
Maitland, FL 32751

IN WITNESS WHEREOF, the undersigned, who is a member of the Company, has executed, subscribed to and acknowledged these Articles of Organization pursuant to Section 608.407, Florida Statutes, this 17th day of July, 1998.



Name: David Edson

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ACCEPTANCE BY REGISTERED AGENT

Services

Having been named to accept service of process for Premier Dental/ L.L.C., a Florida limited liability company, at the place designated in the above Articles of Organization, F&L Corp. hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. F&L Corp. is familiar with and accepts the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick  
Charles V. Hedrick  
Authorized Signatory

Date: July 17, 1998

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS****OF  
SERVICES  
PREMIER DENTAL, L.L.C.**

The undersigned member or authorized representative of a member of Premier Dental Services, L.L.C. deposes and says:

1. The above name limited liability company has at least one member.
2. The total amount of cash contributed by the members is: \$0
3. If any, the agreed value of property other than cash contributed by members is: N/A  
The property is described on Exhibit A attached hereto.
4. The amount of cash or property anticipated to be contributed by members is: \$10,200  
This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes and affirmation under the penalties of perjury that the facts stated herein are true.

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