



THE UNITED STATES
CORPORATION
COMPANY

L99000003167

ACCOUNT NO. : 072100000032

REFERENCE : 258840 10764A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED STATES
SECRETARY OF CORPORATIONS
99 JUN -1 PM 5:43

ORDER DATE : June 1, 1999

ORDER TIME : 2:42 PM

ORDER NO. : 258840-015


CUSTOMER NO: 10764A

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****337.50 ****337.50

CUSTOMER: William E. Loucks, Esq
SMITH HOOD PERKINS LOUCKS
SMITH HOOD PERKINS LOUCKS
Suite 900
444 Seabreeze Boulevard
Daytona Beach, FL 32118

DOMESTIC FILING

NAME: LECOMPTE & JOHNSON, L.L.C.

EFFECTIVE DATE: 

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

RECEIVED
99 JUN -1 PM 3:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

File 3rd n/c

**ARTICLES OF ORGANIZATION
OF
LECOMPTE & JOHNSON, L.L.C.
A Florida Limited Liability Company**

The undersigned (the "Member") acting as the organizer of LeCompte & Johnson, L.L.C., ("Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the limited liability company is:

LECOMPTE & JOHNSON, L.L.C.

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ARTICLE 2

PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time, including, but not limited to the delivery of orthodontic dental service and all matters related thereto to the general public.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

ARTICLE 3

INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS
AND PRINCIPAL OFFICE OF THE COMPANY

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is E. Joseph LeCompte, D.D.S., M.S. The street address of the Company's initial registered office is 3 Cypress Branch Way, Suite 107, Palm Coast, Florida 32137.

B. Principal Place of Business. The street address of the Company's principal office is 3 Cypress Branch Way, Suite 107, Palm Coast, Florida, 32137. This is also the Company's mailing address.

ARTICLE 4

ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

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ARTICLE 5

MANAGER

990000049398 The names of the initial Managers of the Company are: LeCompte Orthodontics, P.A., and Johnson Orthodontics, P.A., and for each their business address, as Co-Managers, is 3 Cypress Branch Way, Suite 107, Palm Coast, Florida 32137. Should one of the foregoing named Co-Managers be unable to serve in this capacity, in such event the business of the Company shall be managed by the remaining Manager. If both of the foregoing Managers are unable to serve, the Manager(s) shall be elected by the Members holding seventy-five (75%) of the then outstanding contributed and not returned capital of the Company. The Manager may be, but is not required to be, a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and further provided in the Regulations of the Company.

990000049391

ARTICLE 6

PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.4081, Florida Statutes, and shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE 7

CONTINUATION OF BUSINESS

The remaining Member or Members of the Company shall have the right to continue the business of the Company upon the retirement, resignation, expulsion, bankruptcy or dissolution of a Member.

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ARTICLE 8

AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the written approval by a majority of the Members of the Company and the approval of the Manager(s) of the Company.

ADOPTION OF REGULATIONS

The Company shall adopt initial Regulations of the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this 28th day of May, 1999.

LECOMPTTE ORTHODONTICS, P.A.

By: _____

E. Joseph LeCompte, Its President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 28th day of May, 1999, by E. Joseph LeCompte, President of LeCompte Orthodontics, P.A., on behalf of the corporation. He is personally known to me.



GAY E. RICKMYRE
MY COMMISSION # CC454526 EXPIRES
July 8, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

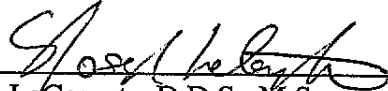
Notary Public, State of Florida at Large

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to §608.415(2), Florida Statutes, the following is submitted to the Secretary of State of Florida:

That LeCompte & Johnson, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 3 Cypress Branch Way, Suite 107, Palm Coast, Florida 32137, has named E. Joseph LeCompte, D.D.S., M.S., as its registered agent to accept service of process within the State of Florida

That the undersigned, having been named to accept service of process for LeCompte & Johnson, L.L.C., 3 Cypress Branch Way, Suite 107, Palm Coast, Florida 32137, in the Articles of Organization, does hereby agree to act in this capacity, and agrees to comply with the provisions of §608.415, Florida Statutes, relative to keeping open said office.


E. Joseph LeCompte, D.D.S., M.S.

Dated: May 28, 1999

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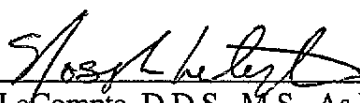
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF VOLUSIA

The undersigned Member of LeCompte & Johnson, L.L.C., deposes and says:

1. The above named limited liability company has at least two Members.
2. The total amount of cash contributed by the Members is \$90,000.00.
3. If any, the agreed value of property other than cash contributed by the Members is \$ n/a.
4. The total amount of cash or property anticipated to be contributed by the Members is \$90,000.00. This total includes amounts from paragraphs 2 and 3 above.

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




E. Joseph LeCompte, D.D.S., M.S., As President
of LeCompte Orthodontics, P.A., Co-Manager

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 28th day of May, 1999, by E. Joseph LeCompte, President of LeCompte Orthodontics, P.A., on behalf of the corporation. He is personally known to me.



GAY E. RICKMYRE
MY COMMISSION # CC454526 EXPIRES
July 8, 1999
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public, State of Florida at Large