



THE UNITED STATES
CORPORATION
COMPANY

199000006927

ACCOUNT NO. : 072100000032

REFERENCE : 425216 81024A

AUTHORIZATION :

COST LIMIT : \$ 125

ORDER DATE : October 21, 1999

ORDER TIME : 11:42 AM

ORDER NO. : 425216-005

CUSTOMER NO: 81024A

CUSTOMER: Paul E. Olson, Esq
BURGESS HARRELL MANCUSO &
BURGESS HARRELL MANCUSO &
1776 Ringling Boulevard

Sarasota, FL 34236

DOMESTIC FILING

NAME: SMILE CENTRE'S PROPERTIES,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR THE FLORIDA LIMITED LIABILITY COMPANY
OF
SMILE CENTRE'S PROPERTIES, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned, acting as organizers of a limited liability company to be formed under the Florida Limited Liability Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the Articles of Organization (these "Articles"):

ARTICLE I
Name

The name of this Company is: Smile Centre's Properties, L.L.C.

ARTICLE II
Address

The mailing address and street address of the principal office of this Company is: 5899 Whitfield Ave., Suite 105, Sarasota, Florida 34243.

ARTICLE III
Commencement Date and Duration

This Company shall commence on the date of subscription and acknowledgement in accordance with the provisions of Section 608.409(3)(a) of the Act and the period of duration for this Company shall be for a period of Thirty (30) years from the commencement date, or until dissolved by its members or according to law.

ARTICLE IV
Management

This Company is to be managed entirely by the members and the name and address of the sole managing member who shall serve until the first annual meeting of members or until his successor is duly elected and qualified is:

Richard A. Stanley
5899 Whitfield Ave.
Suite 105
Sarasota, Florida 34243

ARTICLE V
Admission of Additional Members

The admission of additional members shall be accomplished only by unanimous vote of the members unless otherwise stated by the Regulation and Operating Agreement of this Company.

ARTICLE VI
Members Rights to Continue Business

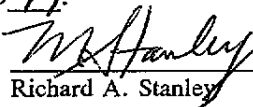
The right, if given, of the remaining members of this Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this Company shall by unanimous written consent of the members or as otherwise governed by the Regulation and Operating Agreement of this Company.

ARTICLE VII

Purpose

The purpose for which Company is formed is to engage in and to transact any and all lawful business for which a limited liability company may be organized under applicable laws, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

IN WITNESS WHEREOF, the undersigned executed this instrument affirming under penalties of perjury that the facts stated herein are true on OCT 18, 1999.


Richard A. Stanley
As Member

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Smile Centre's properties, L.L.C.
2. The name and address of the registered agent and office is:

Richard A. Stanley
5899 Whitfield Ave.
Suite 105
Sarasota, Florida 34243

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 I am familiar with and accept the obligations of my position as registered agent.


Richard A. Stanley
Date: OCT. 18, 1999

Filing Fee: \$ 35 for Designation of Registered Agent

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