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May 29, 2002

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

700005692887--5  
-05/31/02--01030--003  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Re: Hialeah-Miami Lakes Dental Health Center, P.A. and Hialeah-Miami Lakes Dental  
Health Center, P.A.-II

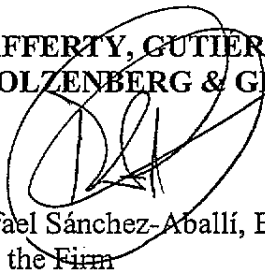
To Whom It May Concern:

Attached please find the Amended and Restated Articles of Incorporation of Hialeah-Miami  
Lakes Dental Health Center, P.A., and the Amended and Restated Articles of Incorporation of  
Hialeah-Miami Lakes Dental Health Center, P.A.-II. Also enclosed is Check No. 10894 in the  
amount of \$70.00, payable to the Department of State.

Should you have any questions or concerns, please do not hesitate to contact us.

Very truly yours,

RAFFERTY, GUTIÉRREZ, SÁNCHEZ-ABALLÍ,  
STOLZENBERG & GELLES, P.A.

  
Rafael Sánchez-Aballí, Esq.  
For the Firm

Enclosures

FILED  
02 MAY 31 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

all 6/5  
revised & restated

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

FILED  
May 31, 2002 08:00 AM  
Secretary of State

OF

HIALEAH-MIAMI LAKES DENTAL HEALTH CENTER, P.A.-II

Pursuant to the provisions of Florida Statutes Sections 607.1006 and 607.1007, Hialeah-Miami Lakes Dental Health Center, P.A.-II hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is:  
Hialeah-Miami Lakes Dental Health Center, P.A.-II
2. The following Amended and Restated Articles of Incorporation was unanimously adopted by the shareholders and directors of the corporation pursuant to Florida Statutes Section 607.1003 on May 8, 2002:

“ARTICLE I

Name

The name of the corporation is Miami Lakes Dental Health Center, P.A. and its address is 15450 New Barn Road, Suite 101, Miami Lakes, Florida 33014.

ARTICLE II

Duration

The duration of the corporation is perpetual.

### ARTICLE III

#### Purposes

The general purpose for which the corporation is organized is to engage in every aspect of the practice of dentistry. The professional services involved in the corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice dentistry in the State of Florida.

The corporation shall not engage in any business other than the practice of dentistry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

### ARTICLE IV

#### Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 5000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

### ARTICLE V

#### Registered Office and Agent

The street address of the registered office of the corporation is 1101 Brickell Avenue, Suite 1400, Miami, Florida 33131, and the name of its registered agent at such address is Rafael Sánchez-Aballí, Esq.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one (1).

ARTICLE VII

Directors - Names and Street Address

The names and street addresses of the members of the Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Address</u>
Juan Carlos Erro	15450 New Barn Road, Suite 101 Miami Lakes, Florida 33014
John V. Sootin	15450 New Barn Road, Suite 101 Miami Lakes, Florida 33014

ARTICLE VIII

Shareholders

A. The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are dentists duly authorized and licensed to practice dentistry in the State of Florida. In the event that a shareholder:

- (i) becomes disqualified to practice dentistry in this State; or
- (ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to

sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or

(iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or the other person in possession of such stock shall be entitled only to receive payment for the value of such stock which, in the absence of a by-law provision or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then a dentist duly authorized and licensed to practice dentistry in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

C. The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

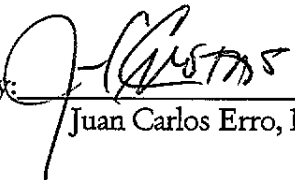
**ARTICLE IX**

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.”

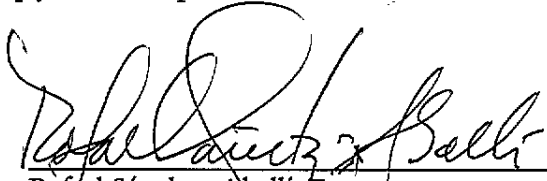
Executed on the 20 day of May, 2002.

**HIALEAH-MIAMI LAKES DENTAL  
HEALTH CENTER, P.A.-II**

By:   
\_\_\_\_\_  
Juan Carlos Erro, President

Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept the appointment and agree to act in this capacity, and agree to comply with the provisions of Florida law relative thereto.

  
\_\_\_\_\_  
Rafael Sánchez-Aballí, Esq.  
Registered Agent