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TRANSMITTAL LETTER

FILED
00 MAR 23 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: South Florida Dental Care, Inc.
(Proposed corporate name - must include suffix)

900003182369--4
-03/24/00--01004--002
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Sknahs, Inc.
Name (Printed or typed)

5512 NW 15th Avenue
Address

Miami, FL 33142
City, State & Zip

(305) 691-5222
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

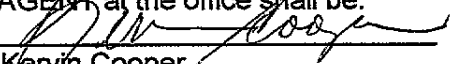
B. BROWN MAR 28 2000

ARTICLES OF INCORPORATION

FOR

SOUTH FLORIDA DENTAL CARE, INC.

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TALLAHASSEE, FLORIDA

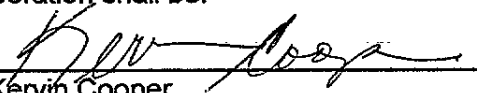
- ONE: The name and address of this principal corporation is South Florida Dental Care, Inc. 4350 SW 153rd Ct. Miami, Florida 33185. The corporation is organized pursuant to the **FLORIDA** non-profit Corporation Code.
- TWO: This corporation is a nonprofit Public Benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency. The programs will consist of, but shall not be limited to: Dental Care, Health Care, Child Care, Feeding Programs, Job Training, Job Placement, Land Acquisition Housing, Employment, Literacy, Counseling, Temporary Shelter, Teenage Pregnancy, Substance Abuse Awareness and Prevention, Tutoring, AIDS, Elderly Care and other programs to aid to those in need.
- THREE: The duration of this corporation shall be perpetual, no stock and shall have no members.
- FOUR: The address of the Registered office is 4350 SW 153rd Ct. Miami, FL 33185. The REGISTERED AGENT at the office shall be:

Kervin Cooper
4350 SW 153rd Ct.
Miami, Florida 33185
- FIVE:
- (a) This corporation is organized and operated exclusively for Religious, Charitable and Education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to carry on (1) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.
- SIX: The Directors are elected in accordance with the Bylaws. The name and address of the persons appointed to act as the initial Directors of this corporation are:

NAME	ADDRESS
Kervin Cooper President / Chief Executive Officer	4350 SW 153 rd St. Miami, Florida 33185
Marilyn Jones Secretary / Chief Operations Officer	13311 SW 113 th Ct. Miami, Florida 33176
Marlene Cordero Treasurer / Programs Coordinator	5585 SW 8 th St. Miami, Florida 33134
Luis Acosta , DDS Chief Clinical Officer	5585 SW 8 th St. Miami, Florida 33134
Angela Cooper , DDS Dental Director	4350 SW 153 rd St. Miami, Florida 33185

SEVEN: The property of this corporation is irrevocably dedicated to Charitable and educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or the benefit of any private person.

EIGHT: On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for, Religious, Charitable and Education under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax codes, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

NINE: Executed on March 15, 2000. The name and address of the incorporator of this corporation shall be:



 Kervin Cooper
 4350 SW 153rd Ct.
 Miami, Florida 33185

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

**PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED
AGENT, IN THE STATE OF FLORIDA.**

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1. The name of the corporation is: South Florida Dental Care, Inc.

2. The name and address of the registered agent and office is:

Kervin Cooper

(NAME)

4350 SW 153rd Ct.

(PO Box or Mail Drop Box NOT Acceptable)

Miami, FL 33185

(CITY / STATE / ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation 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.


(SIGNATURE)

3/15/00
(DATE)