

N0200004281

TRANSMITTAL LETTER

Cyndi is waiting

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

SUBJECT: North Dade Dental Society, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600005692036--0
-06/05/02--01020--007
*****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: Dr. Shalom Amselem
Name (Printed or typed)

420 S. Dixie Highway
Address

Coral Gables, FL 33146
City, State & Zip

850-681-3629, ext. 117
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN -5 AM 10:25

APPROVED
AND
FILED

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

02 JUN -5 AM 10:14

RECEIVED

**ARTICLES OF INCORPORATION OF
NORTH DADE DENTAL SOCIETY, INC.
A FLORIDA NONPROFIT CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN -5 AM 10:25

APPROVED
AND
FILED

ARTICLE ONE

Name

The name of the Corporation is North Dade Dental Society, Inc.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the corporation 420 South Dixie Highway, Suite 2-E, Coral Gables, Florida 33146, and the mailing address of the corporation is the same.

ARTICLE THREE

Duration

The term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE FOUR

Purpose

The purpose for which the corporation is organized is to encourage the improvement of the health of the public and to promote the art and science of dentistry.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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.

ARTICLE FIVE

Directors

The method of election of the directors of the corporation is set forth in the Bylaws. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Shalom Amselem	2630 NE 203 rd Street Aventura, FL 33180
Dr. Dorone Manasse	C/O NY Dental, 1440 E. Hallandale Bch. Blvd. Hallandale, FL 33009
Dr. David Genet	19080 NE 29 th Ave. Aventura, FL 33180
Dr. Michael Brody	20762 W. Dixie Highway Aventura, FL 33180
Dr. Federico Marconi	19018 29 th Ave. Aventura, FL 33180

ARTICLE SIX

Registered Office and Agent

The initial registered office of the corporation shall be located at 420 South Dixie Highway, Suite 2-E, Coral Gables, Florida 33146. The initial registered agent of the corporation at the address shall be Ms. Rosalie A. Small.

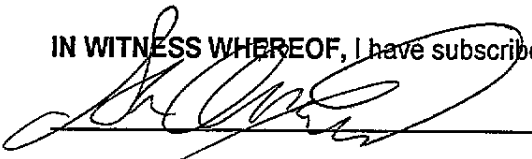
ARTICLE SEVEN

Incorporator

The name and address of the incorporator is:

Dr. Shalom Amselem
420 South Dixie Highway, Suite 2-E
Coral Gables, Florida 33146-2271

IN WITNESS WHEREOF, I have subscribed my name this 28 day of May, 2002


_____, Incorporator

STATE OF FLORIDA
COUNTY OF ~~Broward~~ Dade

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared Dr. Shalom Amselem to me known to be the person described in and who executed the foregoing Articles of Incorporation, and s/he acknowledged before me that s/he subscribed to the same.

WITNESS my hand and official seal in the County and State named above this 28 day of May, 2002

Atlantic Bonding Co., Inc.
Bonded Thru
Expires May 21, 2006
Commission # DD119721





Notary Public Erika Senior
My Commission Expires: May 21, 2006

This instrument was prepared by Graham H. Nicol, Esq., whose address is 1111 E. Tennessee Street, Tallahassee, Florida 32308.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 617.0501 of the Florida Not-for-Profit Corporation Act, the following is submitted:

First, that North Dade Dental Society, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 420 South Dixie Highway, Suite 2-E, Coral Gables, Dade County, Florida, 33146, has named Ms. Rosalie A. Small, 420 South Dixie Highway, Suite 2-E, Coral Gables, Florida, 33146, as its agent to accept service of process within the State of Florida.

Second, that having been named to accept service of process for the above-named corporation, at the place designated in this certificate, and being familiar with the obligations of such a position, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes and laws relative to the proper and complete performance of my duties.

Signature: _____

Rosalie A. Small

Name: Rosalie A. Small

Date: _____

5/21/02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN -5 AM 10:25

APPROVED
AND
FILED