

N960000006409

MANUEL ZAIAC
ATTORNEY AT LAW

SUITE 2350 ONE CENTRUST FINANCIAL CENTER
100 SOUTHEAST 2ND STREET
MIAMI, FLORIDA 33131

TELEPHONE 358-4500
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RECEIVED MAIL

12/18/96

December 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, Florida 32301

900002023889--6
-12/10/96--01002--013
***122.50 ***122.50

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of
INTERNATIONAL FEDERATION OF ORAL MAXILLO AND CRANIO-FACIAL IMPLANTOLOGY, INC.

Also enclosed is a check in the sum of \$122.50 to cover charter tax,
filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,


Manuel Zaiac

MZ:Ada

encls.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-25981
KR 12-11
12-17-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

MANUEL ZAIAC, ESQ
100 SOUTHEAST 2ND STREET
SUITE 2350
MIAMI, FL 33131

SUBJECT: INTERNATIONAL FEDERATION OF ORAL MAXILLO AND
CRANIO-FACIAL IMPLANTOLOGY, INC.
Ref. Number: W96000025981

We have received your document for INTERNATIONAL FEDERATION OF
ORAL MAXILLO AND CRANIO-FACIAL IMPLANTOLOGY, INC. and your
check(s) totaling \$122.50. However, the enclosed document has not been filed
and is being returned for the following correction(s):

Article states there will be director(s), whereas is/are listed.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 496A00055348

WITNESS DATE

12 12 96

ARTICLES OF INCORPORATION
OF
INTERNATIONAL FEDERATION OF ORAL MAXILLO AND CRANIO-FACIAL IMPLANTOLOGY, INC.
A FLORIDA NONPROFIT CORPORATION

EFFECTIVE DATE
12-12-96

ARTICLE ONE

Name

International Federation of Oral Maxillo and Cranio-Facial Implantology, Inc.
a Florida nonprofit Corporation.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the Corporation is, 201 North University
rive, Suite 101, Plantation, Fla. 33324 and the mailing address of the Corporation
is 201 North University Drive, Suite 101, Plantation, Fla 33324.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual and the corporate existence
will commence on December 12, 1996.

ARTICLE FOUR

Purpose

The purpose for which the Corporation is organized is: To disseminate all types of
educational materials in order to teach and promote the most advanced techniques
of Oral Maxillo and Cranio-Facial Implantology throughout the world. The organi-
zation will not engage in any activities that are not allowed to be carried on by
Code Section 501(c) (3) organization.

The Corporation organized herein will be operated in accordance with the following:

(1) The purposes for which the Corporation is organized are to receive and
maintain real or personal property, or both, and, subject to the restrictions and
limitations hereinafter set forth, to use and apply the whole or any part of the
income therefrom and the principal thereof exclusively for charitable, religious,
scientific, literary, or educational purposes either directly or by contributions
to organizations that qualify as exempt organizations under Section (501)(c) (3)
of the Internal Revenue Code and Regulations issued pursuant thereto as they now
exist or as they may hereafter be amended.

(2) No part of the net earnings of the Corporation shall insure to the bene-
fit of, or be distributed to, any Director, Officer, or member of the Corporation,
or any other private individual (except that reasonable compensation may be paid
for services rendered to or for the Corporation, and reasonable expenses may be
paid thereto, affecting one or more of the Corporation's purposes) and no Director
or officer of the Corporation, or any private individual shall be entitled to
share in the distribution of any of the corporate assets on dissolution of the
Corporation. No substantial part of the activities of the Corporation shall in-
clude the carrying on of propaganda, or otherwise attempting to influence legis-
lation, and the Corporation shall neither participate nor intervene (including the publi-
cation or distribution of statements) in any political campaign on behalf of any candidate
for public office at any time.

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(3) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(5) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(7) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(8) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(9) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIVE Directors

The Corporation shall have no less than three directors. The first board of Directors will be: Sara I. Mena and Raúl R. Mena and Manuel Zaiac. The method of election of the Directors of the Corporation is set forth in the by-laws.

ARTICLE SIX Officers

The initial officers will be: Raúl R. Mena, President and Chairman of the Board and Sara I. Mena, Secretary Treasurer.

ARTICLE SEVEN
Registered Office and Agent

The initial registered office of the Corporation shall be located at 201 North University Drive, Suite 101, Plantation Florida 33324.

ARTICLE EIGHT
Incorporators

The name and residence of the incorporator is: Raúl R. Mena, 401 University Dr. Suite 101, Plantation, Fla. 33324.



RAUL R. MENA

STATE OF FLORIDA)
COUNTY OF DADE) SS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

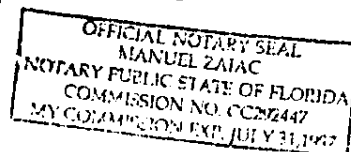
RAUL R. MENA

personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 5th day of December 1996.



MANUEL ZAIAC



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 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT International Federation of Oral Maxillo and Cranio-Facial Implan-
(NAME OF CORPORATION) tology, Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Miami
(CITY)

STATE OF Florida HAS NAMED Raúl R. Mena
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 201 N. University Drive, Suite 101, Plantation, Fla 33324
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF Plantation, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(CITY)
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Raúl R. Mena
(CORPORATE OFFICER)

TITLE President

DATE December 5, 1996

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Raúl R. Mena
(RESIDENT AGENT)

DATE December 5, 1996