

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000059792

New Smile, Inc.

700003297497--7
-06/20/00-01055-017
*****78.75 *****78.75

- Art of Inc. File Crh
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 20 PM 3:33

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 20 PM 1:26

RECEIVED

Signature _____

Requested by:

_____	_____	_____
Name	Date	Time

Walk-In _____ Will Pick Up _____

T. Burch JUN 20 2000

ARTICLES OF INCORPORATION
OF
NEW SMILE, INC.

FILED
00 JUN 20 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is NEW SMILE, INC., whose principal office address is 156 Washington Avenue, Indialantic, Florida 32903 and mailing address is 156 Washington Avenue, Indialantic, Florida 32903.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

TIMOTHY N. McLAUGHLIN
156 Washington Avenue
Indialantic, Florida 32903

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two Directors. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the initial directors of this corporation are:

TIMOTHY N. McLAUGHLIN
156 Washington Avenue
Indialantic, Florida 32903

TRACY L. McLAUGHLIN
156 Washington Avenue
Indialantic, Florida 32903

The persons named as the initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the sole incorporator is:

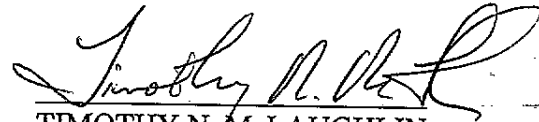
TIMOTHY N. McLAUGHLIN
156 Washington Avenue
Indialantic, Florida 32903

ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

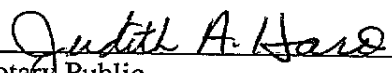
IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the

foregoing Articles of Incorporation on the 19th day of June, 2000.


TIMOTHY N. McLAUGHLIN
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 19th day June, 2000 by
TIMOTHY N. McLAUGHLIN, who is personally known to me or who has produced
Florida Driver's License as identification and who did take an oath.


Notary Public
Print Name: Judith A. Hard
My Commission Expires:



Judith A. Hard
MY COMMISSION # CC907971 EXPIRES
April 29, 2004
BONDED THRU TROY FARM INSURANCE, INC.

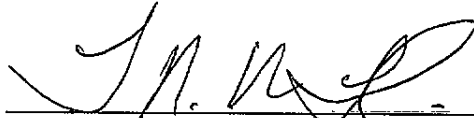
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

00 JUN 20 PM 3:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That NEW SMILE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne, Brevard County, Florida, has named TIMOTHY N. McLAUGHLIN, 156 Washington Avenue, Indialantic, Florida 32903 its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


TIMOTHY N. McLAUGHLIN
Registered Agent