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SANTIAGO DE VALLE CPA
301 ALMERIA AVE STE 365
CORAL GABLES, FL 33134

August 31, 2000

MRS. WANDA CUNNINGHAM
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

FILED
00 SEP -6 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REF: F. ZAYAS, DDS, PA.A
373 WEST WARD DRIVE
MIAMI SPRINGS, FL 33166

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-09/06/00--01022--007
*****78.75 *****78.75

Dear Mrs. Cunningham:

Enclosed please find the original and copy of the Articles of Incorporation for the above named enterprise we are incorporating. Enclosed, you will also find a check in the amount of \$122.50 to register the above named corporation.

The check represents the cost of Filling Fees, Certified Copy of the Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very Truly yours,



Santiago De Valle, CPA
Certified Public Accountant

NOTE: COMPLETE SS-4 ON CLIENT CALL IRS (770) 455-2360
FAX (770)455-2660 OR (670) 530-6156

9-6
100

ARTICLES OF INCORPORATION OF

F. ZAYAS, DDS, P.A.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is to be: F. ZAYAS, DDS, P.A.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the rendering of medical dentistry services weather domestic or foreign in accordance with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares of \$10.00 par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the "Initial Registered Agent Office" and the name of the "Initial Registered Agent" at that office is:

NAME	SANTIAGO DE VALLE, CPA
ADDRESS	301 ALMERIA AVE Ste 365
CITY	CORAL GABLES, FL 33134
PHONE	(305) 446-2804

The initial principal office and mailing address of the corporation is:

NAME	F. ZAYAS, DDS, P.A.
ADDRESS	373 WESTWARD DR
CITY	MIAMI SPRINGS, FLA 331
PHONE	(305) 888-1742

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TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

F. ZAYAS, DDS, P.A.

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

The above named corporation desiring to organize under the
laws of the State of Florida with its registered office as
indicated in the Articles of Incorporation at

343 WESTWARD AVE
MIAMI SPRINGS, FL 33166

has named SANTIAGO DE VALLE, CPA
located at the following address, as its Registered Agent to
accept service of process within this State.

301 ALMERIA AVE Ste 365
CORAL GABLES, FL 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of
process for the above stated corporation at the place de-
signated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in
this capacity in behalf of F. ZAYAS, DDS, P.A. and to comply
with the provisions of Florida Law in keeping said office.



REGISTERED AGENT

ARTICLES OF INCORPORATION OF

F. ZAYAS, DDS, P.A.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time, as needed, by the corporate By-Laws but shall never be less than one (1). The names and addresses of the initial corporate directors is as follows:

NAME	F. ZAYAS, PRESIDENT
ADDRESS	5961 NW 40TH STREET
CITY	VIRGINIA GARDENS, FL 33166

ARTICLE VII - INCORPORATORS

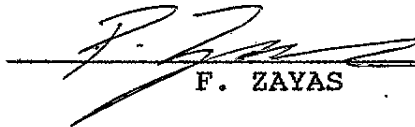
The name of the incorporator(s) signing these Articles of Incorporation is/are as follows:

NAME	F. ZAYAS, PRESIDENT	
ADDRESS	5961 NW 40TH STREET	267-87-7666
CITY	VIRGINIA GARDENS, FL 33166	SOCIAL SECURITY

ARTICLES OF INCORPORATION
OF

F. ZAYAS, DDS, P.A.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 31ST day of August, 2000.

 (Seal)
F. ZAYAS

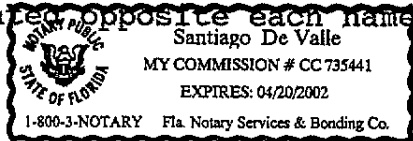
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, appeared:


F. ZAYAS

F/DL- 2200-243-65-141-0
PERSONAL I.D.

personally known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the form of identification of the above named person(s) as indicated opposite each name, and that an oath was not taken.



Notary Rubber Stamp Seal

Witness my hand and official seal in the County and State last aforesaid this 31ST day of AUGUST, 2000.


Signature

SANTIAGO DE VALLE
(Notary's name)