

PO1000003714

LAW OFFICES  
CARL G. SANTANGELO

PROFESSIONAL ASSOCIATION  
3000 NORTH FEDERAL HIGHWAY  
BUILDING TWO, SUITE 200  
FORT LAUDERDALE, FLORIDA 33306

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OF COUNSEL  
MARK BONACQUISTI

January 2, 2001

FILED  
01 JAN -4 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-01/04/01--01027--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: SmileWorks, Inc.

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation and Designation of Registered Agent for the captioned corporation. Also enclosed please find our firm's check in the sum of \$ 78.75 representing the following:

Filing Fees	\$35.00
Certified Copy	8.75
Registered Agent	<u>35.00</u>
	\$78.75

Once the Articles have been filed, please return the certified copy in the self-addressed and stamped envelope provided for your convenience.

Thank you for your cooperation. Should you have any questions, please contact me.

Very truly yours,

  
Carl G. Santangelo

CGS:lj

1/4/01  
PERMISSION GIVEN  
TO FIX CHECK  
1/10/01

**ARTICLES OF INCORPORATION**

**OF**

**SmileWorks, Inc.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is SmileWorks, Inc. The address of the principal office of this corporation shall be 1650 SE 17<sup>th</sup> Street Causeway, Suite 204, Fort Lauderdale, Florida 33316.

**ARTICLE II. TERM**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

**ARTICLE III. PURPOSE**

The general purposes for which the corporation is organized are to transact any and all lawful business under the laws of the State of Florida.

**FILED**  
01 JAN -4 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7500) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

#### **ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI. ADDRESS**

The street address of the initial registered office of the corporation shall be 1650 SE 17<sup>th</sup> Street Causeway, Suite 204, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of the corporation is Carl G. Santangelo, P.A., at 3000 North Federal Highway, Building Two, Suite 200, Fort Lauderdale, Florida 33306.

#### **ARTICLE VII. DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is (2) two. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be more than three nor less than one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Name

Address

Thomas J. Ryan, III

1650 SE 17<sup>th</sup> Street Causeway, Suite 204  
Fort Lauderdale, FL 33316

Thomas H. Gooding

1650 SE 17<sup>th</sup> Street Causeway, Suite 204  
Fort Lauderdale, FL 33316

**ARTICLE VIII. INCORPORATORS**

The name and address of the incorporators are as follows: Carl G. Santangelo, 3000 North Federal Highway, Building Two, Suite 200, Fort Lauderdale, Florida 33306.

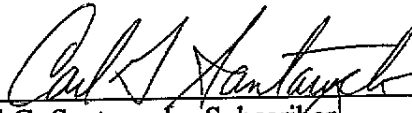
**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation of any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

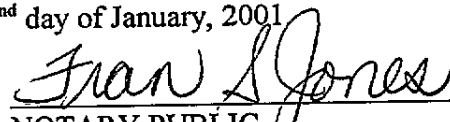
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 2<sup>nd</sup> day of January, 2001.

  
Carl G. Santangelo, Subscriber

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing was acknowledged before me this 2<sup>nd</sup> day of January, 2001, by Carl G. Santangelo who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

SWORN TO AND SUBSCRIBED before me this 2<sup>nd</sup> day of January, 2001

  
NOTARY PUBLIC

My commission expires:

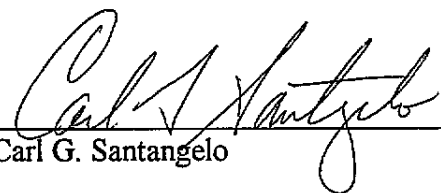


Fran S. Jones  
Commission # CC 790901  
Expires JAN. 3, 2003  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

I, Carl G. Santangelo, having been designated as the Registered Agent in the above and foregoing Articles, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Dated:  
January 2<sup>nd</sup>, 2001

  
Carl G. Santangelo

**FILED**  
01 JAN -4 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA