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TRANSMITTAL LETTER

Ramiro J. Perez

REGISTERED AGENT

145 MADEIRA AVE SUITE 315

CORAL GABLES, FL 33134

PHONE: 305-448-0046

FAX: 305-448-0916

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DATE: 02-22-2001

DOCUMENT EXAMINER
NEW FILING SECTION
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32302-1500

FILED
2001 MAR 12 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: VILLADENT CORP.
(CORPORATE NAME)

Enclosed is an Original and One copy of Articles of Incorporation an a Check for \$ 122.50 for Filing Fee & Certified Copy.

Please return the Enclosed Articles to the Undersigned at the following address:

Ramiro J. Perez
BUSINESS CONTROL MANAGEMENT
145 Madeira Ave Suite 315
Coral Gables, Fl 33134

Thank you
Registered Agent

619-2555
201-4612

3/12/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 28, 2001

RAMIRO J. PEREZ
145 MADEIRA AVENUE
SUITE 315
CORAL GABLES, FL 33134

SUBJECT: VILLADENT CORP.
Ref. Number: W01000004612

We have received your document for VILLADENT CORP.. However, the document has not been filed and is being returned for the following:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 201A00012551

CERTIFICATE OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VILLADENT CORP.

We, The undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities for profit.

ARTICLE I

The name of the corporation shall be: **VILLADENT CORP.**

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, which shares shall be of one dollar each (\$1.00).

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is: **7000 SW 23 STREET APT 17 MIAMI, FL 33155**

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of corporation is:

Ramiro J. Perez

The registered Agent at the registered address is:

145 MADEIRA AVE STE 315 CORAL GABLES, FL 33134

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of and act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDREESS</u>
<u>1-OSMANY J. VILLANUEVA</u>	<u>PRESIDENT</u>	<u>7000 SW 23 ST APT 17</u> <u>MIAMI FL 33155</u>

ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF SHARES</u>
<u>1-OSMANY J. VILLANUEVA</u>	<u>7000 SW 23 ST APT 17</u> <u>MIAMI, FL 33155</u>	<u>100%</u>

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided there under.


IN WITNESS WHEREOF, we have hereunto set our hands and seal this 19TH day of FEBRUARY, 2001.

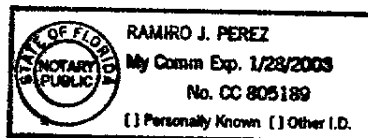
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

To me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntary for the purpose there in expressed.

WITNESS my hand official seal at City of Miami, State of Florida, this 19TH day of FEBRUARY, 2001.


MR. RAMIRO J. PEREZ
Notary Public, State of Florida at Large



My Commission Expires:

Certificate designation 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 : **VILLADENT CORP.**
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named RAMIRO J. PEREZ

(Name of Registered Agent)

located at 145 MADEIRA AVE SUITE 315. CORAL GABLES. FL 33134

(Street address and number of building)

(Post office box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

Signature Ramiro J. Villandeva

Title: PRESIDENT/INCORPORATOR

Date: February 19, 2001

Having been named to accept service of process for above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature [Signature]
(Registered Agent)

Date: February 19, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA