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MICHAEL MALISZEWSKI, P.A.

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June 19, 2001

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

300004434963--4
-06/21/01--01035--012
*****70.00 *****70.00

Re: Corporate Filing for Cosmetic Denture Center, Inc.

Dear Madam/Sir:

Enclosed, please find the original of the Articles of Incorporation and Registered Agent Acceptance forms for **Cosmetic Denture Center, Inc.**, a new Florida for profit corporation.

Also find my check number 1028, for the State's corporate filing fee in the amount of \$ 70.00. Please return the filing acceptance statement to my office in the enclosed self-addressed stamped envelope.

Feel free to call me if there are any questions. Thank you in advance for your assistance with this matter.

Cordially,



Michael Maliszewski, Esq.

/dk
Enclosures

FILED
01 JUN 21 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-58-9
WC

ARTICLES OF INCORPORATION
OF
COSMETIC DENTURE CENTER, INC.

FILED
01 JUN 21 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Cosmetic Denture Center, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

800 East Ocean Boulevard
Stuart, Florida 34994

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares, all of which shall be common shares with par value of One Dollar (\$1.00) for each share.

ARTICLE VI. GRANT OF PREEMPTIVE RIGHTS

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

ARTICLE VII. REGISTERED AGENT & OFFICE

The name and address of the initial registered agent is:
Grace Baginski
800 East Ocean Boulevard
Stuart, Florida 34994

ARTICLE VIII. INCORPORATOR(S)

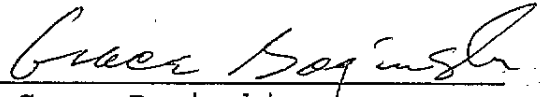
The name and address of the incorporator is:
Grace Baginski
800 East Ocean Boulevard
Stuart, Florida 34994

ARTICLE IX. INITIAL DIRECTOR

The corporation shall have 1 director initially. The number of director(s) may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than ONE (1). The name of the initial director is:

Grace Baginski
800 East Ocean Boulevard
Stuart, Florida 34994

IN WITNESS WHEREOF, I have subscribed my name this 7 day of June, 2001.



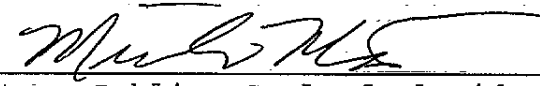
Grace Baginski

STATE OF FLORIDA)
COUNTY OF MARTIN)

On this day personally appeared before me, the undersigned authority, Grace Baginski, who is [] personally known to me or who [X] produced PA driver license as identification, and did not take an oath.

WITNESS my hand and official seal in the above-named County and State this 7 day of June, 2001.

(Seal)



Notary Public, Seal of Florida
My Commission Expires: 07/28/2002

ACCEPTANCE OF REGISTERED AGENT
FOR
COSMETIC DENTURE CENTER, INC.

FILED
01 JUN 21 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF FS §607.0501 or FS §617.0501, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

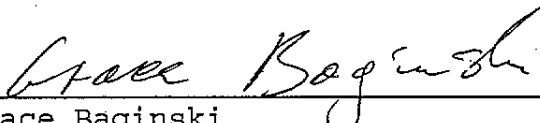
1. The name of the corporation is: **Cosmetic Denture Center, Inc.**
2. The name and address of the registered agent and office is:

Grace Baginski
800 East Ocean Boulevard
Stuart, Florida 34994

I, Grace Baginski, having been named to accept service of process,
for the above-stated corporation at the place designated in the
foregoing Articles of Incorporation, hereby agree to act in that
capacity, and I further agree to comply with the provisions of all
statutes relative to the proper and complete performance of my
duties.

Dated this 7 day of June, 2001.

REGISTERED AGENT:


Grace Baginski
800 East Ocean Boulevard
Stuart, Florida 34994