

IMMIGRATION

LEGAL CENTER OF AMERICA, P.A.,

A Private Law Firm

CLEARWATER, TAMPA

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FLORIDA BOARD CERTIFIED AS A SPECIALIST
IN IMMIGRATION AND NATIONALITY LAW

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IRISH BAR

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VENEZUELAN BAR

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FAX (813) 286-1900

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CLEARWATER, FLORIDA 33755
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November 27, 2001

EXPRESS MAIL

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600004697316--4
-11/29/01--01007--005
*****78.75 *****78.75

RE: N.J.D., Inc.

Dear Sir/ Madam:

Enclosed is an original and a copy of the Articles of Incorporation of **N.J.D., Inc.**, as well as a firm check in the amount of Seventy Eight Dollars and seventy five cents (\$78.75).

Please be kind enough to expedite this matter, and return the certified copy of the Articles of Incorporation to this office at the above address.

In the meantime, should you have any questions, please do not hesitate to contact this office.

Thank you for your attention to this matter.

Sincerely yours,

IMMIGRATION LEGAL
Center of America, P.A.

MARK R. WEINER
Immigration Attorney

MRW/sp

201-27449

01 DEC 13 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

T. Burch DEC 13 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 3, 2001

IMMIGRATION LEGAL CENTER OF AMERICA, P.A.
ATTN: MARK R. WEINER
1211 NORTH WESTSHORE BLVD STE 505
TAMPA, FL 33607

SUBJECT: N.J.D., INC.
Ref. Number: W01000027449

We have received your document for N.J.D., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

An effective date may be added to the Articles of Incorporation if a 2002 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 301A00063839

**ARTICLES OF INCORPORATION
OF
Noel J. Davies, INC.**

FILED
01 DEC 13 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

Noel J. Davies, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **DENTAL OFFICE CONSULTANTS** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this

corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 1000 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

ARTICLE FIVE

The beginning capital of this corporation shall be \$1,000.00.

ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1919 Valley Drive
Dunedin, FL. 34698

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT, SECRETARY,

VICE-PRESIDENT and TREASURER:

Noel Davies
1963 Summit Drive
Dunedin, FL. 34698

ARTICLE NINE

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Mark R. Weiner
1211 N. Westshore Blvd., suite 505
Tampa, FL. 33607

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Mark R. Weiner
1211 N. Westshore Blvd., suite 505
Tampa, FL. 33607

ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 26th day of NOVEMBER, 2001.


Mark R. Weiner

1211 N. Westshore Blvd., suite 505
Tampa, FL. 33607

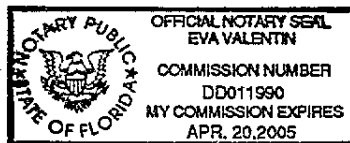
State of Florida
County of Hillsborough

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid to take acknowledgments, personally appeared Mark R. Weiner, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and


he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 26th day of NOVEMBER 2001.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, Mark R. Weiner, hereby accept designation as Resident Agent on this 26th day of NOVEMBER, 2001.


Mark R. Weiner
1211 N. Westshore Blvd., suite 505
Tampa, FL. 33607

State of Florida
County of Hillsborough

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Florida aforesaid to take acknowledgments, personally appeared Mark R. Weiner, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 26th day of NOVEMBER 2001.


NOTARY PUBLIC
MY COMMISSION EXPIRES:

