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CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILED

02 MAR -4 PM 3:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-03/04/02--01064--010

\*\*\*1260.00 \*\*\*\*\*70.00

DATE: 3-4-02

REF. #: 0177.5263

CORP. NAME: Newco Children's Dental Center  
OF Kendall, Inc.

EFFECTIVE DATE

02-28-02

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                               |   |  |

RECEIVED  
02 MAR -4 PM 12:31  
DIVISION OF CORPORATIONS

STATE FEES PREPAID WITH CHECK# 501712 FOR \$ 1260.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

J. BRYAN MAR 4 2002

**ARTICLES OF INCORPORATION  
OF  
NEWCO CHILDREN'S DENTAL CENTER OF KENDALL, INC.,  
A Florida Business Corporation**

**FILED**  
02 MAR -4 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a business corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such business corporation:

**ARTICLE I--NAME**

**EFFECTIVE DATE**  
02-28-02

The name of the business corporation shall be NEWCO CHILDREN'S DENTAL CENTER OF KENDALL, INC. (the "Corporation").

**ARTICLE II--PRINCIPAL OFFICE**

The principal office of the Corporation shall be 8966 S. W. 87th Court, Suite 1, Miami, Florida 33176.

**ARTICLE III--REGISTERED AGENT**

The street address of the Corporation's initial registered office is 12515 North Kendall Drive, Suite 412, Miami, Florida 33186, and the name of its initial statutory agent at such address is Michael Bileca, C.P.A.

**ARTICLE IV--DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE V--PURPOSE**

The Corporation may do all and every thing necessary, advisable, proper, or convenient for the accomplishment of, attainment of, or furtherance of any of the purposes or objectives set forth in these Articles of Incorporation or any amendment thereof, and to do all other things incident thereto or connected therewith, which are not forbidden by the Florida Business Corporation Act, otherwise by law, or by these Articles of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes or powers of the Corporation otherwise permitted by law.

**ARTICLE VI--INITIAL DIRECTOR**

The Corporation shall be governed by a Board of Directors elected by the shareholders. The initial Board of Directors shall consist of one (1) director; provided however, the number of

These Articles of Incorporation are effective as of February 28, 2002.

directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the persons who will serve as the initial director until the earlier of one of their resignations, removal, or replacement in accordance with the Bylaws is:

<u>NAME</u>	<u>ADDRESS</u>
Melvyn Gober, D.D.S.	12515 North Kendall Drive Suite 412 Miami, Florida 33186

#### **ARTICLE VII--BYLAWS**

The Board of Directors of the Corporation shall have the power and authority to adopt, amend, and alter the Bylaws of the Corporation.

#### **ARTICLE VIII--AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended pursuant to the terms of the Bylaws.

#### **ARTICLE IX--CAPITAL STOCK**

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is ten thousand (10,000) shares, having a par value of one tenth of one cent (\$.001) per share, designated as common stock.

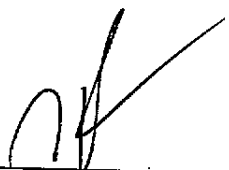
#### **ARTICLE X--INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

#### **ARTICLE XI--INCORPORATOR**

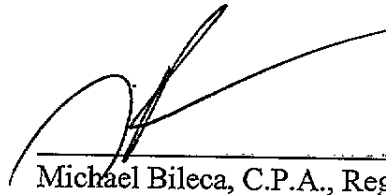
The name and address of the incorporator is Michael Bileca, C.P.A., 12515 North Kendall Drive, Suite 412, Miami, Florida 33186.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation as of the 28th day of February, 2002.

  
\_\_\_\_\_  
Michael Bileca, C.P.A., Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Michael Bileca, C.P.A., Registered Agent

**FILED**  
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TALLAHASSEE, FLORIDA