

FRAN R. BARRETT, P.A.
Attorney At Law

4300 N. University Drive · Suite C-102
Lauderhill, Florida 33351
Telephone (954) 748-4800 · Fax (954) 572-4225
E-mail address- FranBarrett@prodigy.net

June 6th, 2002

Florida Department of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

500005762845--0
-06/12/02--01039--003
*****78.75 *****78.75

Re: AMERICARE DENTAL INC.

Dear Staff:

Enclosed please find Articles of Incorporation for the above named corporation and a check for \$78.75. Please file these and send back the filed documents. Thank you for your cooperation.

Very truly yours,


Fran R. Barrett

FILED
2002 JUN 12 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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J 6/12/02

ARTICLES OF INCORPORATION

FILED

2002 JUN 12 PM 2:47

ARTICLE I - NAME

The name of this Corporation is AMERICARE DENTAL INC. whose principal place of business is 20225 NE 34TH CT. #2412, AVENTURA, FLORIDA 33180. SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 20225 NE 34 CT. # 2412, AVENTURA, FLORIDA 33180 and the name of the initial registered agent of this corporation is ILYA STEIN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME	ADDRESS
ILYA STEIN	20225 NE 34 CT. # 2412, AVENTURA, FLORIDA 33180

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
ILYA STEIN	20225 NE 34 CT. # 2412, AVENTURA, FLORIDA 33180

ARTICLE IX - INDEMNIFICATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6TH day of JUNE, 2002.

Illya Stein
Subscriber ILYA STEIN

Subscriber

Subscriber

Subscriber

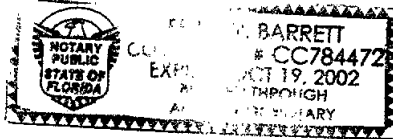
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ILYA STEIN known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6TH day of JUNE, 2002.

[Signature]
Notary Public

My Commission Expires:



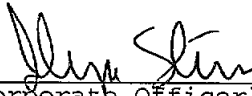
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT AMERICARE DENTAL INC., INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF AVENTURA
STATE OF FLORIDA, HAS NAMED ILYA STEIN LOCATED AT 20225 NE 34 CT.
#2412 AVENTURA, FLORIDA 33180 AND ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE

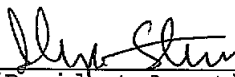

(Corporate Officer)
ILYA STEIN

TITLE: President

DATE :

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
PERFORMANCE OF MY DUTIES.

SIGNATURE


(Resident Agent)
ILYA STEIN

DATE

6/6/02

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TALLAHASSEE FLORIDA