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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CLAUDIA DENTAL CENTER, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

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**ARTICLES OF INCORPORATION OF  
CLAUDIA DENTAL CENTER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I --- NAME**

The name of this corporation is **CLAUDIA DENTAL CENTER, INC.**

**ARTICLE II - EXISTENCE**

This corporation shall have perpetual existence commencing on the date of this 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 for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of ONE Dollars (\$1.00) par value common stock, which shall be designated as "Common Shares".  
The total initial capital is \$ 1,000.00

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every Shareholder, upon the offer for sale for cash of any 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, or the price that may be set by the Board of Directors, which ever is lowest.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this Corporation is 8370 West Flagler Street, Suite 110, Miami, Florida 33144 and the name of the initial registered agent of this corporation at that address is CLAUDIA QUINTANILLA.

## ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have at least one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the rules set in the bylaws; however, there shall never be less than two Directors nor more than five. The name and address of initial Board of Directors of the Corporation is:

CLAUDIA QUINTANILLA ... PRESIDENT  
ALFONSO E. OVIEDO-REYES ... SECRETARY

The address of the foregoing is as follows: 8370 West Flagler Street, Suite 110, Miami, Florida 33144

## ARTICLE VIII – INCORPORATION

The share holders of the corporation are as follows: CLAUDIA QUINTANILLA takes 100% of the total shares of the Corporation.

## ARTICLE IX – INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

## ARTICLE X – AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a MAJORITY of Votes of all Shareholders.

## ARTICLE XI – CORPORATE BUY-OUT

Dissenting shareholders have the right to sell their shares back to the Corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

## ARTICLE XII- DISPUTE RESOLUTION

The Shareholders of this corporation have a duty of the utmost good faith in their dealings with each other and with the Corporation. Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association by an arbitrator that will be chosen by the non-disputing shareholders. If they cannot appoint one within one week of the request the arbitrator will be the Corporation's Legal Counselor. The decision of the arbitrator will be final.

**IN WITNESS WHEREOF**, the undersigned Incorporators have executed these Articles of Incorporation on the 18<sup>th</sup> day of June 2002.

  
\_\_\_\_\_  
CLAUDIA QUINTANILLA

  
\_\_\_\_\_  
ALFONSO E. OVIEDO-REYES (Secretary)

State of Florida  
County of Miami-Dade

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above Personally appeared CLAUDIA QUINTANILLA AND ALFONSO E. OVIEDO-REYES, known to be and known by me to be the persons who executed the foregoing Articles of the Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, have set my hand and seal in the State and County above, this 18<sup>th</sup> day of June of 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC

In compliance with Section 48.091, Florida Statutes. The following is submitted:

That CLAUDIA DENTAL CENTER, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 8370 West Flagler Street, Suite 110, Miami, Florida 33144; County of Miami-Dade, State of Florida, has named CLAUDIA QUINTANILLA, with the same address as its agent to accept service of process within this State.

**ACKNOWLEDGMENT;**

Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
CLAUDIA QUINTANILLA  
Registered Agent

State of Florida

County of Miami-Dade

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as CLAUDIA QUINTANILLA, and who has executed the foregoing acknowledgement before me; and accepts to be the Registered Agent for the Corporation.

  
NOTARY PUBLIC



Luisita Montalban  
Commission # DD 029534  
Expires July 9, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

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