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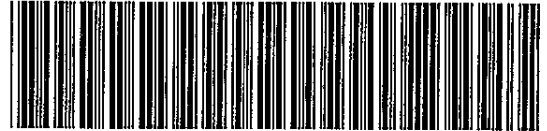
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03 MAY 15 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Contes Dental Group, Inc.

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03 MAY 15 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article I - Name

The name of the corporation is: Contes Dental Group, Inc.  
4801 S. Congress Ave. #202  
Lake Worth, FL 33461

Article II - Duration

The corporation shall have perpetual existence.

Article III - Purpose

The corporation is organized for the purpose of transacting any lawful business and for the further purpose of:

To purchase, improve, develop, hold and enjoy real estate in fee simple and leasehold estate, upon ground or parcels, improved or unimproved, and on such terms as to time and manner of payment as may be agreed upon.

To buy, sell, own, lease and operate manufacturing establishments, manufacturing any and all kinds of products.

To hold, purchase and otherwise acquire, to be interested in and to sell, assign, pledge, or otherwise dispose of shares of the capital stock, bonds or other evidence of debt, issued or created by any other corporation, foreign or domestic, or individual, and as the holder of such shares of stock to have the right to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do. To exchange stock in this corporation for stock in other corporations.

To borrow money and contract debts which may be necessary for the transaction of business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes of the corporation to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified

event or events, either secured by a mortgage, pledge or otherwise, or secured for money borrowed in payment of property purchased or acquired, or any other lawful objects.

To acquire the good will, rights and property, and to purchase the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of, the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purposes, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

To carry on any or all of its operations and business and to promote its objects within the State of Florida, or elsewhere, without restriction as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world, as principals, agents, brokers, factors, contractors, or otherwise, alone or in the company with others.

To act as a holding company for any person, firm, association or corporation and in connection therewith, to purchase, grant, lease, mortgage, subdivide, sell or otherwise acquire, improve develop or dispose of, real estate and personal property, and to construct dwellings and other buildings on such real estate, and to finance same, and to act as rental agent in caring for the property of others.

To purchase, grant, lease, mortgage, subdivide, sell, hold or otherwise acquire, farm, improve, develop or dispose of, real property and personal property either as principal or agent, and to construct dwellings and other buildings on its own real estate or real estate of others, and to finance the same; and to sell either as

principal or agent, improvements of every kind, and to act as a rental agent in caring for the property of others.

To buy, hold, transfer, or otherwise deal in, tax certificates and tax titles and to do such things as are necessary and expedient to perfect title based upon tax certificates.

To purchase, lease, construct, or otherwise acquire, own and operate, apartments, hotels, restaurants, electric lighting and power plants, waterworks, ice plants, laundries, manufacturing plants, repair shops, newspapers and other periodicals, theatres, amusement places, bathhouses, bathing beaches, air ships, motor vehicles and other vehicles for the transportation of passengers and freight, but not as a common carrier; and to conduct any lawful form of advertising in connection with any of its businesses.

To act as agent or broker for insurance companies (selling any kind of insurance) and surety and indemnity companies.

In general and in connection with the foregoing, the corporation may carry on any business, manufacturing or otherwise, and have an exercise all the powers conferred by the laws of the State of Florida upon corporations organized under its statutes; and it is further hereby specifically provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation.

#### Article IV - Capital Stock

The maximum number of shares of stock the corporation is authorized to have outstanding at any time shall be five hundred (500) shares, with a nominal par value of One (\$1.00) Dollar per share.

#### Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the same price at which it is offered to others.

The street address of the initial registered office of this corporation is 4801 S Congress Avenue, #202, Lake Worth, FL 33461 and the name of the initial registered agent of this corporation at that address is ✓ Eugenio Conte.

 E.C.

Article VII - Initial Board of Directors

This corporation shall have two (2) directors.

The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Eugenio Conte	5601 NW 106 Way Coral Springs, FL 33076
Nivia Conte	5601 NW 106 Way Coral Springs, FL 33076

Article VIII - Incorporators

The names and addresses of the persons subscribing to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Eugenio Conte	5601 NW 106 Way Coral Springs, FL 33076
Nivia Conte	5601 NW 106 Way Coral Springs, FL 33076

Article IX - Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Regulatory Provisions

No sale of shares shall be made by any shareholder to any person who is not a shareholder of the Corporation, except as follows:

A. In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the Corporation, he shall first submit to the shareholders of the Corporation satisfactory evidence of the agreement to purchase such shares by such third person and the price agreed to be paid therefor.

B. In the event the remaining shareholders agree to purchase such shares at the same price which the shareholder can receive from the third party, then the shares shall be sold to the shareholders of the Corporation in such proportionate amounts as their respective shareholders bear to all of the shares held by the shareholders of the Corporation.


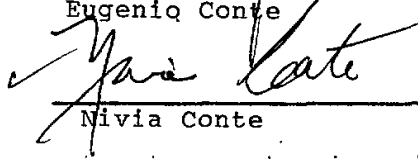
C. In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from the third party to such of the shareholders who may desire to purchase the same, and in the same proportion as above set forth.

D. No shares shall be sold to any person other than the shareholders of the Corporation until each of the shareholders shall have been afforded an opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so.

E. Notice in writing to the shareholders of the Corporation of the desire of any shareholder to sell his shares shall be given by such shareholder, and, at the same time, satisfactory evidence shall be furnished to the shareholders as to the price as hereinabove set forth. Shareholders shall have thirty (30) days' time after the receipt of such notice within which to elect in writing to purchase such shares or to decline to do so.

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TALLAHASSEE, FLORIDA

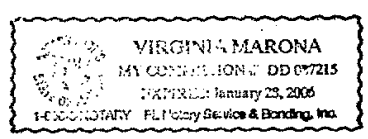
IN WITNESS WHEREOF, the undersigned have executed these  
Articles of Incorporation, this 14 day of May, 2003.

  
\_\_\_\_\_  
Eugenio Conte (L.S.)  
  
\_\_\_\_\_  
Nivia Conte (L.S.)  
\_\_\_\_\_  
(L.S.)

STATE OF FLORIDA )  
COUNTY OF Broward ) SS:

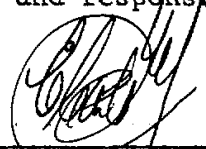
PERSONALLY APPEARED BEFORE ME, Eugenio Conte & Nivia Conte  
to me known to be the person(s) described  
in and who executed the foregoing Articles of Incorporation and they  
acknowledged before me that they executed the same and subscribed to the  
same for the purposes therein expressed.

WITNESS my hand and official seal at Miramar, Florida  
this 14 day of May, 2003 .



  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Virginia Marona

"I hereby am familiar with and accept the duties and responsibilities  
as registered agent for said corporation".

  
\_\_\_\_\_  
Registered Agent  
Eugenio Conte