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From:

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Account Number : 076103002011  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Bernard S. Mandler, P.A.**

Certificate of Status	1
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9-2-04  
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FAX AUDIT NO.: H04000179390 3

**ARTICLES OF INCORPORATION  
OF  
BERNARD S. MANDLER, P.A.**

The undersigned incorporator hereby forms a professional corporation under Chapter 621 of the laws of the State of Florida.

**ARTICLE I - Name**

The name of the professional corporation is **BERNARD S. MANDLER, P.A.** (the "Corporation").

**ARTICLE II - Purpose**

The general purpose for which the Corporation is organized is to engage in every aspect of the practice of law. The professional services involved in the corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Florida.

The Corporation shall not engage in any business other than the practice of dentistry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 1,000 shares of common stock, par value \$.001 per share. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation is:

Bernard S. Mandler  
1111 Lincoln Road, Suite 400  
Miami Beach, Florida 33139

**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is:

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CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
MIAMI, FLORIDA

**FAX AUDIT NO.: H04000179390 3**

1111 Lincoln Road, Suite 400  
Miami Beach, Florida 33139

**ARTICLE VI - Incorporator**

The name and address of the incorporator of the Corporation is as follows:

Bernard S. Mandler  
1111 Lincoln Road, Suite 400  
Miami Beach, Florida 33139

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated under Florida law.

**ARTICLE VIII - Director-Conflicts of Interest**

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or duly empowered committee thereof, which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or votes of such interested director; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

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**ARTICLE IX - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

**ARTICLE X - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE XI - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 1<sup>st</sup> day of September 2004.

  
Bernard S. Mandler, Incorporator

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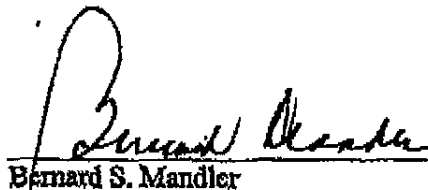
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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for BERNARD S. MANDLER, P.A. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated: September 1<sup>st</sup>, 2004

  
Bernard S. Mandler

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