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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

IMAGINE ORTHODONTICS, INC.

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ARTICLES OF INCORPORATION
OF
IMAGINE ORTHODONTICS, INC.

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04 DEC 29 AM 9:53
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is IMAGINE ORTHODONTICS, INC. (the "Corporation").

EFFECTIVE DATE
01-01-05

Section 1.2 **Address of Principal Office.** The address of the principal office of the Corporation is 5000 Sawgrass Village Circle, Suite 28, Ponte Vedra Beach, Florida 32082.

Section 1.3 **Mailing Address.** The mailing address of the Corporation is 5000 Sawgrass Village Circle, Suite 28, Ponte Vedra Beach, Florida 32082.

ARTICLE II

DURATION

Section 2.1 **Duration.** This Corporation shall exist perpetually. Corporate existence shall commence effective January 1, 2005.

ARTICLE III

PURPOSES

Section 3.1 **Purposes.** This Corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is Sixty Million (60,000,000) shares (the "Capital Stock") divided into classes as follows:

Fax Audit No.: H04000254950

Fax Audit No.: H04000254950

(a) Ten Million (10,000,000) shares of preferred stock having a par value of \$0.001 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.2; and

(b) Fifty Million (50,000,000) shares of common stock having a par value of \$0.001 per share (the "Common Stock").

All such shares shall be issued fully paid and nonassessable.

Section 4.2 Preferred Stock. The Board of Directors is authorized to provide for the issuance of the Preferred Stock in one or more classes and in one or more series within a class and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and each series and the preferences, limitations and relative rights of each class and each series. Such preferences must include the preferential right to receive distributions of dividends or the preferential right to receive distributions of assets upon the dissolution of the Corporation before shares of Common Stock are entitled to receive such distributions.

Section 4.3 Common Stock. Holders of Common Stock are entitled to one vote per share on all matters required by Florida law to be approved by the shareholders. Subject to the rights of any outstanding classes or series of Preferred Stock having preferential dividend rights, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon the dissolution of the Corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the Corporation remaining after the holders of any outstanding classes or series of Preferred Stock having preferential rights to such assets have received the distributions to which they are entitled.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this Corporation is 300A Wharfside Way, Jacksonville, FL 32207 and the name of the initial registered agent of this Corporation at that address is Mitchell W. Legler.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time pursuant to the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the Corporation are:

Fax Audit No.: H04000254950

Gaspar Lazzara, D.D.S.	5000 Sawgrass Village Circle Suite 28 Ponte Vedra Beach, Florida 32082
Jonathan M. Spiller	5000 Sawgrass Village Circle Suite 28 Ponte Vedra Beach, Florida 32082
Brian Thompson	5000 Sawgrass Village Circle Suite 28 Ponte Vedra Beach, Florida 32082

ARTICLE VII

BYLAWS

Section 7.1 **Bylaws.** The initial bylaws of this Corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII INCORPORATOR

Section 8.1 **Name and Address.** The name and street address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Mitchell W. Legler	300A Warfside Way Jacksonville, Florida 32207

ARTICLE IX

INDEMNIFICATION

Section 9.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Fax Audit No.: H04000254950

ARTICLE X

AMENDMENT

Section 10.1 Amendment. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 29 day of December, 2004.

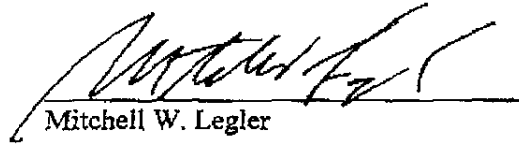


Mitchell W. Legler, Incorporator

Fax Audit No.: H04000254950

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.



Mitchell W. Legler

Date: December 25, 2004