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FLORIDA PROFIT/NON PROFIT CORPORATION  
TOWNCARE DENTAL HOLDINGS, INC.

Certificate of Status	0
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Page Count	03
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Electronic Filing Menu

Corporate Filing Menu

Help

FAX AUDIT NO. H12000281686 3

**ARTICLES OF INCORPORATION  
OF  
TOWNCARE DENTAL HOLDINGS, INC.**

The undersigned, acting as incorporator of Towncare Dental Holdings, Inc. (the "Corporation"), under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Corporation shall be "Towncare Dental Holdings, Inc." and its principal place of business shall be 13195 SW 134 Street, 2nd Floor, Miami, Florida 33186. The mailing address of the Corporation shall be 13195 SW 134 Street, 2nd Floor, Miami, Florida 33186.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is One Million (1,000,000) shares of common stock, all of which are to have a par value of One Tenth of One Cent (\$0.001) per share.

**ARTICLE IV - COMMENCEMENT OF EXISTENCE; TERM**

The Corporation's existence shall begin on the date that these Articles of Incorporation are properly filed with the Florida Secretary of State. The Corporation is to exist perpetually.

**ARTICLE V - REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 2525 Ponce de Leon Boulevard, Suite 1225, Coral Gables, Florida 33134, and the registered agent of the Corporation at that address shall be Interamerican Corporate Services LLC.

**ARTICLE VI - BYLAWS**

The Board of Directors of the Corporation shall have the power and authority to adopt, amend, and alter the Bylaws of the Corporation

**ARTICLE VII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

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**ARTICLE VIII - INCORPORATOR**

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

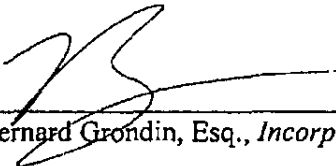
Bernard Grondin, Esq.  
McDermott Will & Emery LLP  
333 Avenue of the Americas, #4500  
Miami, Florida 33131

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**ARTICLE IX - AMENDMENT**

The Corporation reserves to its shareholders the right amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by vote of the shareholder to amend or repeal said Articles.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the laws of the State of Florida, has executed these Articles of Incorporation as of this 30<sup>th</sup> day of November, 2012.

  
\_\_\_\_\_  
Bernard Grondin, Esq., Incorporator

FAX AUDIT NO. H12000281686 3

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated by this certificate, I hereby accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the obligations of my position as a registered agent as provided for in Section 607.0505 of the Florida Business Corporation Act.

Interamerican Corporate Services LLC

  
Patricia M. Hernandez, Manager

Dated: November 30, 2012

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