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LAW OFFICE OF
CRAIG A. JASLOW
ATTORNEY AT LAW
9351 FONTAINEBLEAU BLVD
Suite 11-307
MIAMI, FLORIDA 33172
(305) 220-6446

SEP 20 1995

September 18, 1995

Florida Department
of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Smile USA, Inc.

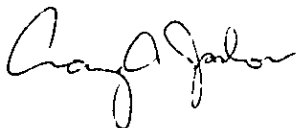
Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for Smile USA, Inc.

I have enclosed a check in the amount of \$70.00 for the filing. Please stamp and return the original to me.

Thank you and please do not hesitate to call if you have any questions.

Sincerely,



Craig A. Jaslow

100001592391
-09/25/95--01037--007
*****70.00 *****70.00

Enc.
CAJ:lj

BROWN SEP 20 1995

ARTICLES OF INCORPORATION

OF

SMILE USA, INC.

The undersigned, desiring to form a corporation pursuant to the laws of the State of Florida, hereby makes and files with the Department of State these Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is Smile USA, Inc.

ARTICLE II DURATION

The period of existence of this corporation is perpetual.

ARTICLE III PURPOSE

The purpose for which this corporation is formed is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV POWERS

This corporation shall have the power to carry out any and all of its purposes, and said powers shall include, but not be limited to, the powers granted under the laws of the State of Florida.

ARTICLE V CAPITAL STOCK

The total authorized capital stock of this corporation is one thousand (1000) shares of common stock with a par value of one dollar (\$1.00).

ARTICLE VI PRINCIPAL OFFICE

The location of the corporation's principal office is 76 Miracle Mile, Coral Gables, Florida 33134.

ARTICLE VII INITIAL REGISTERED AGENT

The address and name of the corporation's initial registered agent upon whom process against this corporation may be served is: Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two directors, who shall not be required to be shareholders. The name and address of the persons serving as directors are:

Thomas Carless	6 Miracle Mile Coral Gables, Florida 33134
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Carolina Victoria Tozzi	76 Miracle Mile Coral Gables, Florida 33134
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ARTICLE IX
INCORPORATOR

The name and address of the Incorporator is: Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172.

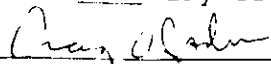
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI
TAX YEAR

The tax year for the corporation shall be from September 1 to August 31.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of September, 1995.



Craig A. Jaslow, Esq.
Incorporator

Smile USA, Inc.

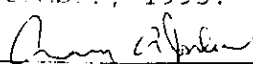
WITNESSETH

That Smile USA, Inc. has named Craig A. Jaslow, Esq., whose address is 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the corporation, and agree to comply with the applicable provisions of Florida law.

Dated this 2nd day of September, 1995.



Craig A. Jaslow, Registered Agent

SECOND NOTICE CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$3.5.)

PROFIT
CORPORATION
ANNUAL REPORT

1996

DOCUMENT # P45D100 14102

SMILE USA, Inc.



OFFICE OF THE SECRETARY OF STATE
Tallahassee, Florida
Department of State
DIVISION OF CORPORATIONS

FILED

96 NOV 14 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REINSTATEMENT 96

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21. State	22. City & State	23. City & State	24. Zip	25. Country	26. P.O. Box	27. City & State	28. Zip
21. FL	22. MIAMI FL	23. MIAMI FL	24. 33129	25. USA	26. P.O. Box 331245	27. MIAMI FL	28. 33233
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CAROL JASLOW Esq. 9351 Fontainebleau Blvd. Suite B-307 MIAMI FL 33172				81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 84. City 85. Zip Code			
11. I, the undersigned, being a resident of the State of Florida, do hereby certify that the above-named corporation submits this statement for the purpose of changing its registered agent, and I accept the obligations of Section 607.06(2), Florida Statutes.				12. I, the undersigned, being a resident of the State of Florida, do hereby certify that the above-named corporation submits this statement for the purpose of changing its registered agent, and I accept the obligations of Section 607.06(2), Florida Statutes.			
12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
NAME THOMAS CARLESS 1901 Brickell 409 MIAMI FL 33129 Vice President CAROLINA V. TOZZI 1901 Brickell Ave 409 MIAMI FL 33129				1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY, ST, ZIP 1.5 TITLE 1.6 NAME 1.7 STREET ADDRESS 1.8 CITY, ST, ZIP 1.9 TITLE 1.10 NAME 1.11 STREET ADDRESS 1.12 CITY, ST, ZIP 1.13 TITLE 1.14 NAME 1.15 STREET ADDRESS 1.16 CITY, ST, ZIP 1.17 TITLE 1.18 NAME 1.19 STREET ADDRESS 1.20 CITY, ST, ZIP			

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9/2/96

305 859 8058

CR2E034 (3/96)