

CERTIFICATION OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE ONE

NAME

The name of this corporation shall be:
NEW SMILE DENTAL LAB INC.

ARTICLE TWO

NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of incorporation.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE

CAPITAL STOCK

This corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this corporation may issue is: One Hundred (100) shares, having a par value of (\$5.00) Five dollars per share.

C. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

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D. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

E. Liquidation Rights: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

ARTICLE SIX

NUMBER OF DIRECTORS

This corporation shall at all times have at least, one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this corporation, provided that the corporation shall at all time have a minimum of one Director.

ARTICLE SEVEN

AMENDMENT

This certificate of incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT

SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the holders of the required percentage of this corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1. Amendment of this Certificate of Incorporation:

Required percentage 51%

2. Sale, lease or exchange of all of this corporation's property and assets, or of any property or assets of this corporation essential to the business of this corporation:

Required percentage: 51%

3. Merger or consolidation of this corporation into or with any other corporation:

Required percentage: 51%

4. Voluntary dissolution of this corporation:

Required percentage 51%

ARTICLE NINE

STOCKHOLDERS AND DIRECTORS

The names and addresses of the stockholders and directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>SHARES</u>
TANIA LORENZO	1485 W. 6 AVE. Hialeah, FL. 33010	President Director	100%

ARTICLE ELEVEN

REGISTERED AGENT

The registered agent and the registered office of this corporation shall be:

TANIA LORENZO
1485 W. 6th AVE.
Hialeah, FL. 33010

SUBSCRIBER, INITIAL DIRECTOR AND
INITIAL PRINCIPAL OFFICE

The undersigned individual, a United State resident competent to contract, executes this Certificate of Incorporation as its the subscribers and directors. The undersigned individuals shall hold office as a director until his successors have qualified, following their election or appointment. The street address of such individual shall be the initial street address in Florida of the principal office of this corporation. The corporation may change its principal office at any time.

SUBSCRIBER/DIRECTOR: TANIA LORENZO

STREET ADDRESS/PRINCIPAL OFFICE: 1485 W. 6th AVE.
Hialeah, FL. 33010

IN WITNESS WHEREOF, the undersigned subscriber does make,

subscriber, acknowledge and file this certificate for the -
purpose of forming a corporation for profit under the laws
of the State of Florida.

Date: January 10, 1996

Tania Lorenzo
TANIA LORENZO

STATE OF FLORIDA) ss:
COUNTY OF DADE)

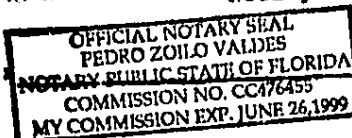
Before me, the undersigned authority, personally appeared
to me well known and known to me to be the individual descri-
bed in, and who executed the foregoing Certificate of Incorpo-
ration, and who acknowledged before me that the same was execu-
ted for the purposes therein expressed.

In witness whereof, I have hereunto affixed my hand and
official seal at Miami, Dade County, Florida.

Date: January 10, 1996

Pedro Zilio Valdes
Notary Public

My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

THAT NEW SMILE DENTAL LAB INC.

desiring to organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of HIALEAH, County of Dade. State of Florida, has named:
TANIA LORENZO

as its agent to accept service of process within this State.

TANIA LORENZO

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: Tania Lorenzo

Resident Agent

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