

P96000041048



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 655828 4310694

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizut

ORDER DATE : January 2, 1998

ORDER TIME : 9:41 AM

800002388188--3

ORDER NO. : 655828-005

CUSTOMER NO: 4310694

CUSTOMER: - Martha Freeman, Legal Asst
Broad And Cassel
Suite 3000
201 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: SIMON ORTHODONTIC CENTERS,
P.A.

EFFECTIVE DATE:

XXXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

Amended N.C.
01-02-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 2:35

RECEIVED
98 JAN -2 AM 10:46
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
SIMON ORTHODONTIC CENTERS, P.A.**

The undersigned President, for the purpose of amending the Articles of Incorporation of Simon Orthodontic Centers, P.A., a Florida professional corporation (the "Corporation"), hereby certifies pursuant to Section 607.1006 of the Florida Business Corporation Act that:

1. The name of the Corporation is Simon Orthodontic Centers, P.A.
2. Article I of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

ARTICLE I.

NAME

The name of the Corporation is:

SIMON ORTHODONTIC CENTERS, INC.

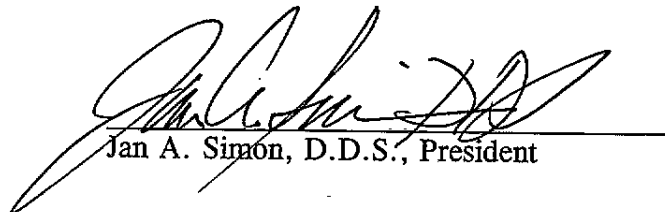
3. Article II of the Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE II.

NATURE OF BUSINESS

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 Business Corporation Act.

4. The foregoing amendments were adopted by the sole shareholder and member of the Board of Directors of the Corporation by Written Consent dated October 28, 1997.


Jan A. Simon, D.D.S., President

Prepared by:
Dawn Lankford Bowling, P.A.
Florida Bar No. 0938734
Broad and Cassel
201 South Biscayne Boulevard
Suite 3000
Miami, Florida 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 2:35

**WRITTEN CONSENT
OF
THE SOLE SHAREHOLDER AND DIRECTOR
OF
SIMON ORTHODONTIC CENTERS, P.A.**

THE UNDERSIGNED, being the sole shareholder and member of the Board of Directors of Simon Orthodontic Centers, P.A., a Florida professional corporation (the "Corporation"), pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, does hereby consent that the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted in a formal meeting of the Corporation's Board of Directors and shareholder, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

WHEREAS, the sole shareholder and member of the Board of Directors of the Corporation deems it to be in the best interests of the Corporation to amend the Articles of Incorporation of the Corporation to change the name of the Corporation from Simon Orthodontic Centers, P.A. to Simon Orthodontic Centers, Inc.; and

WHEREAS, the sole shareholder and member of the Board of Directors of the Corporation deems it to be in the best interests of the Corporation to amend the Articles of Incorporation of the Corporation to change the specialized purpose of the Corporation from the practice of dentistry in the State of Florida, and all its fields of specialization as engaged by dentists pursuant to Chapter 621, to the general purpose provided by Chapter 607 of the Florida Business Corporation Act;

NOW, THEREFORE, BE IT RESOLVED, that the appropriate officers of the Corporation are authorized, empowered and directed to cause to be prepared, executed and filed Articles of Amendment to the Articles of Incorporation of the Corporation to amend and restate ARTICLE I as follows:

ARTICLE I.

NAME

The name of the Corporation is:

SIMON ORTHODONTIC CENTERS, INC.

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized, empowered and directed to cause to be prepared, executed and filed Articles of Amendment to the Articles of Incorporation of the Corporation to amend and restate ARTICLE II as follows:

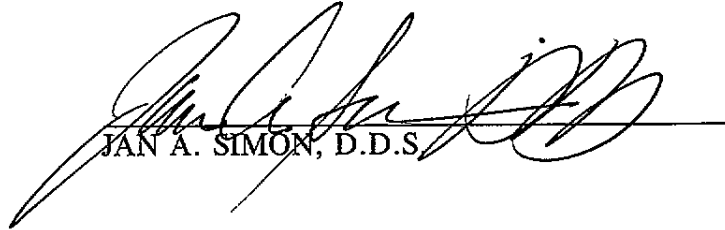
ARTICLE II.

NATURE OF BUSINESS

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 Business Corporation Act.

FURTHER RESOLVED, that all actions taken on behalf of the Corporation by the officers and directors in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Shareholder and Director as of the 28 day of October, 1997.


JAN A. SIMON, D.D.S.