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TO: DIVISION OF CORPORATIONS  
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NAME: SIMON ORTHODONTIC CENTERS, INC.  
AUDIT NUMBER.....H98000003099  
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ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
SIMON ORTHODONTIC CENTERS, INC.

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TALLAHASSEE, FLORIDA

The undersigned President, for the purpose of amending the Articles of Incorporation of Simon Orthodontic Centers, Inc., 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, Inc.
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, P.A.

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

ARTICLE II.

NATURE OF BUSINESS

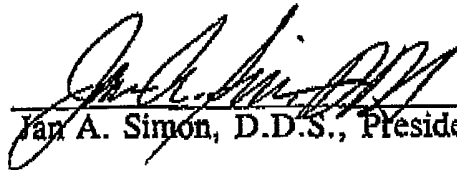
The Corporation is organized for the purpose of engaging in the practice of dentistry in the State of Florida, and all its fields of specialization as engaged in by dentists pursuant to Chapter 621, Professional Service Corporation Act.

Prepared by:  
Dawn Lankford Bowling, P.A.  
Florida Bar No. 0938734  
Broad and Cassel  
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Suite 3000  
Miami, Florida 33131  
(305) 373-9400

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4. The foregoing amendments were adopted by the sole shareholder and member of the Board of Directors of the Corporation by Written Consent dated February 11, 1998.

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

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WRITTEN CONSENT  
OF  
THE SOLE SHAREHOLDER AND DIRECTOR  
OF  
SIMON ORTHODONTIC CENTERS, INC.

THE UNDERSIGNED, being the sole shareholder and member of the Board of Directors of Simon Orthodontic Centers, Inc., 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, Inc. to Simon Orthodontic Centers, P.A.; 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 general purpose provided by Chapter 607 of the Florida Business Corporation Act to the specialized purpose of the practice of dentistry in the State of Florida, and all its fields of specialization as engaged by dentists pursuant to Chapter 621, Professional Service 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, P.A.

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:

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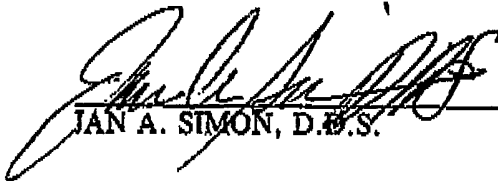
ARTICLE II.

NATURE OF BUSINESS

The Corporation is organized for the purpose of engaging in the practice of dentistry in the State of Florida, and all its fields of specialization as engaged in by dentists pursuant to Chapter 621, Professional Service 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 11<sup>th</sup> day of February, 1998.

  
JAN A. SIMON, D.D.S.

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