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*Maria Azevedo*  
*Accountant*

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*Miami, Florida 33156*

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**June 12, 1996**

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

100001866431  
-06/19/96--07028--008  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Articles of Incorporation for MDSS Medical and Dental Services, Inc.**

Gentlemen:

Enclosed is check #1335 in the amount of \$122.50 for the filing of Articles of Incorporation for **MDSS Medical and Dental Systems, Inc.**  
If the name is not available, the alternate names are:

2. **Medical and Dental Services Systems Inc.-MDSS**
3. **DSS Dental Services Systems, Inc.**

Thank you for your immediate attention. If you have any question please contact the above.

Sincerely yours,

*Maria Azevedo*  
Maria Azevedo

6-19-96  
TB

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

*MDSS MEDICAL AND DENTAL SERVICES SYSTEMS, INC*

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file the Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLES I

The name of the Corporation shall be:

*MDSS MEDICAL AND DENTAL SERVICES SYSTEMS, INC*

ARTICLES II

This Corporation may be engage in any activity or business permitted under the laws of the State Of Florida.

ARTICLES III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares Common Stock - \$1 par value

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All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to call thereon until the whole consideration shall have been paid.

#### ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than one hundred (\$100.00) dollars.

#### ARTICLE V

The Corporation shall commence its existence on the date of filing and have perpetual existence thereafter unless sooner dissolved according to law.

#### ARTICLE VI

The principal office of the Corporation shall be at:  
*360 Southwest 18 Terrace Miami Fl. 33129* Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

<i>Paulo Cesar Domingues</i>	<i>360 Southwest 18 Terrace ,Miami Fl. 33129</i>
<i>Alberto Stempniowski Jr.</i>	<i>360 Southwest 18 Terrace ,Miami Fl. 33129</i>

#### ARTICLE VII

The business of the Corporation shall be conducted by the Board of Directors of not less than one (1), to be increased at the discretion of the Board of Directors.

#### ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation , all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successor is duly elected and qualified is:

<i>Paulo Cesar Domingues</i>	<i>360 Southwest 18 Terrace ,Miami Fl. 33129</i>
<i>Alberto Stempniowski Jr.</i>	<i>360 Southwest 18 Terrace ,Miami Fl. 33129</i>

#### ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

<i>Paulo Cesar Domingues</i>	<i>360 Southwest 18 Terrace ,Miami Fl. 33129</i>
<i>Alberto Stempniowski Jr.</i>	<i>360 Southwest 18 Terrace ,Miami Fl. 33129</i>

#### ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation are as follows:

*Paulo Caesar Domingues*                      *360 Southwest 18 Terrace ,Miami Fl. 33129*

*Alberto Stompniewski Jr.*                      *360 Southwest 18 Terrace ,Miami Fl. 33129*

#### ARTICLES XI

This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

#### ARTICLES XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XIII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other right contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

#### ARTICLE XIV

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

#### ARTICLE XV

The private property of the stockholder shall not be subject to the payment of the Corporate debts, to any extent whatsoever, The Corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the Corporation.

IN WITNESS THEREOF, the undersign incorporator, being the same person in article X above, and in evidence of his wish to form this Corporation, does hereunto subscribe his name, this

11<sup>th</sup> day of June, 1996.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared  
*Paulo Cesar Domingues & Alberto Stempniwski Jr.*, to me to be the  
person described herein and whose name is signed on  
the foregoing Certificate of Incorporation of

**MDSS MEDICAL AND DENTAL SERVICES SYSTEMS, INC.**

and who is described in said Certificate as the Incorporator of  
said Corporation, and acknowledged before me that he  
executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 11<sup>TH</sup> day of JUNE,  
1996.

*Judith Coakley Burke*  
**JUDITH COAKLEY BURKE**  
Notary Public

My commission Expires:

7/23/97



JUDITH COAKLEY BURKE  
MY COMMISSION # CC205524 EXPIRES  
July 23, 1997  
ECHOED THRU TROY TAIN INSURANCE, INC.

The undersign hereby accepts the designation as registered agent of  
the corporation

*Paulo Cesar Domingues*  
**Paulo Cesar Domingues**

*Alberto Stempniwski Jr.*  
**Alberto Stempniwski Jr.**

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