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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

96 OCT 31 PM 12:17

AL OCT. 31 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	10/31/96		
TIME	10:30		CK No. _____
BY	CD		

WALK-IN _____
 Will Pick Up _____

RE: Dental Doctor Services Inc

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection


To Whom It May Concern:

As the president and incorporator of Dental Doctor Services, Inc. I have approved the use of the names of the following wholly owned subsidiaries of Dental Doctor Services, Inc.

Dental Doctor Services I, Inc.

Dental Doctor Services II, Inc.

Dental Doctor Services III, Inc.



Dr. Michele M. Rivera
President

10-30-96
Date

ARTICLES OF INCORPORATION
OF
DENTAL DOCTOR SERVICES III, INC.

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FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article I

NAME

The name of the Corporation is:

DENTAL DOCTOR SERVICES III, INC.

Article II

DURATION

The Corporation shall have perpetual existence commencing on the date of the filing of this Articles of Incorporation with the Department of State of Florida.

Article III

PURPOSE

The purpose of the Corporation is to engage in any activities of business permitted under the laws of the United States.

Article IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of common stock with no par value.

Article V

STOCK HOLDERS MEETINGS

Unless otherwise provided for in the Corporation's by-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

Article VI

PRINCIPAL CORPORATE OFFICE AND REGISTERED AGENT

The name and street address of the principal corporate office is:

DENTAL DOCTOR SERVICES III, INC.
12000 Biscayne Boulevard, Suite 108
North Miami, Florida 33181

The name and street address of the initial Registered Agent is:

Paulo Dominguez
12000 Biscayne Boulevard, Suite 108
North Miami, Florida 33181

Article VII

INITIAL BOARD OF DIRECTOR(S)

The Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

Dr. Michele M. Rivera
231-174th Street #407
Miami Beach, Florida 33160

Article VIII

INCORPORATORS

The name and address of the Corporation's incorporator is:

Dr. Michele M. Rivera
231-174th Street #407
Miami Beach, Florida 33160

Article IX

RESTRICTIONS OF TRANSFER OF CAPITAL STOCK

Unless otherwise provided by the Corporation's bylaws no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Director(s).

Article X

INDEMNIFICATION

The Corporation shall indemnify its officer, directors and authorized agents on all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.

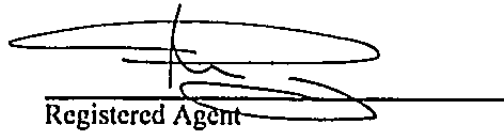
Article XI

PREEMPTIVE RIGHTS

The holders of the common stocks of this Corporation shall have preemptive rights to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to stock authorized and issued by the Corporation. The preemptive right of any share holder is determined by the ratio of the authorized and issued shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, The undersigned incorporator and registered agent has executed these Articles of Incorporation this 30 day of OCTOBER 1996.


Incorporator


Registered Agent

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

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SBA

DENTAL DOCTOR SERVICES III, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at: 12000 Biscayne Boulevard, Suite 108
North Miami, Florida 33181

has named: Paulo Dominguez

located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligation of that position, I hereby accept to act in this capacity, and agree to comply with the provision of Florida Law in keeping open said office.

