

Lawrence J. Kessler, D.D.S.
John Fishman, D.D.S.

PRACTICE LIMITED TO PERIODONTICS • LASER • IMPLANTS

196000091424

October 29, 1996

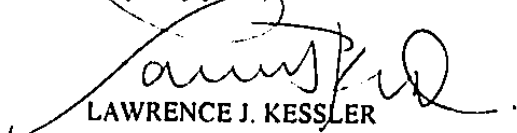
SECRETARY OF STATE
Tallahassee,
Florida 32399-0250

ATTN: Corporate Division

Enclosed you will please find an original and copy of the Articles of Incorporation for
STARJEN, INC.

Our check in the amount of \$122.50 is enclosed representing the filing fee and the return
of a certified copy of this document to the undersigned.

Very truly yours,


LAWRENCE J. KESSLER
LJK/sls
Encs.

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FILED
96 NOV -4 AM 10:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

NOV 7 1996 BSB

ARTICLES OF INCORPORATION
OF
STARJEN, INC.

FILED
96 NOV -4 AM 10:39
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME:

The name of the corporation shall be:

STARJEN, INC.

The principal place of business of this corporation shall be:

7400 North Kendall Drive - Suite 601
Miami, Dade County, Florida 33156

ARTICLE II.

NATURE OF BUSINESS:

This corporation is organized for the purpose of transacting computer sales and/or services and related items.

ARTICLE III.

EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE IV.

INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is:

7400 North Kendall Drive - Suite 601
Miami, Dade County, Florida 33156

The name of the initial registered agent of this corporation at that address is:

LAWRENCE J. KESSLER

ARTICLE V.

CAPITAL STOCK:

Common:

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having a par value of one (\$1.00) dollar per share.

Preferred Stock:

The maximum number of shares of preferred stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having a par value of \$5.00. The dividends authorized to preferred stock holders will be cumulative. These shares will have preemptive rights. Preferred stock holders as a group will have the option to convert the preferred stock to common stock.

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS:

This corporation shall have two (2) directors, initially. The name and street addresses of the initial Board of Directors is:

LAWRENCE J. KESSLER
7400 North Kendall Drive - Suite 601
Miami, Dade County, Florida 33156

and

JOHN FISHMAN
7400 North Kendall Drive - Suite 601
Miami, Dade County, Florida 33156

ARTICLE VIII.

INITIAL OFFICERS:

The initial officers of this corporation, to serve until successors are elected and have qualified, are as follows:

President:	DIANNI FISHMAN
Sec./Treas.:	VALERIE KESSLER

ARTICLE IX.

INITIAL STOCK SUBSCRIPTION:

The name and street address of the subscriber to these Articles of Incorporation is:

LAWRENCE J. KESSLER
7400 North Kendall Drive - Suite 601
Miami, Dade County, Florida 33156

ARTICLE X.

AMENDMENTS:

Amendments to these Articles of Incorporation may be proposed and adopted at any annual or special meeting of the Board of Directors provided that notice of intent to propose and adopt amendments to these Articles of Incorporation shall be given to all members at least ten (10) days prior to such meeting. At such meeting, an amendment to these Articles of Incorporation shall be deemed as adopted if approval be made by a two-thirds (2/3) vote of the members.

ARTICLE XI.

DISSOLUTION:

Dissolution of this corporation may be effected by the provisions of Florida Statute #617.05.

ARTICLE XII.

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation:

- (a) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the Corporation, or in which which the Corporation is interested, and no contract, act of transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, or firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

- (b) The Corporation may restrict the transfer of its share in any manner consistent with law and holders of shares of stock of this Corporation may include in agreements among themselves limitations upon the transfer or assignment of the shares of stock of this Corporation, and this Corporation may become a party to said agreements.
- (c) This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

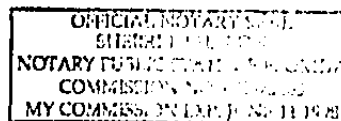
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29 day of October, 1996.


LAWRENCE J. KESSLER

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 29 day of October, 1996
by LAWRENCE J. KESSLER.


Notary Public, State of Florida, at Lgc.



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

FILED
96 NOV -4 AM 10:39
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That STARJEN, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named:

LAWRENCE J. KESSLER
7400 North Kendall Drive - Suite 601
Miami, Dade County, Florida 33156

as its agent to accept service or process within this state.

ACKNOWLEDGMENTS:

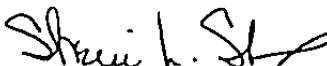
Having been named to accept service of process to the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


RESIDENT AGENT

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me personally appeared
LAWRENCE J. KESSLER, an officer duly qualified to take acknowledgments, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid on this 29 day
of October, 1996.


Notary Public, State of Florida, at Lge.

