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Acct # 012100000032
Ref # 156454-4303929

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : November 15, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 156454-005

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CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUERIG HOFFMAN
LIPOFF ROSEN & QJENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
96 NOV 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: THE ORTHONDONTIC TEAM, P.A.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

RECEIVED
96 NOV 15 PM 12:15
DIVISION OF CORPORATION

11-15-96
KR

**ARTICLES OF INCORPORATION
OF
THE ORTHODONTIC TEAM, P.A.**

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17 SEC
STATE

The undersigned, for purposes of forming a professional corporation under the provisions of §607, the Florida Business Corporation Act (1995) and §621 the Professional Service Corporation Act, (1995), adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be THE ORTHODONTIC TEAM, P.A. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the office of the Corporation is 7800 S.W. 87 Avenue, Suite B-270, Miami, Florida 33173.

ARTICLE III

The general purpose for which the corporation is organized is to engage in every aspect of the practice of dentistry. The professional services involved in the corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice dentistry in the State of Florida.

The corporation shall not engage in any business other than the practice of dentistry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

The capital stock authorized shall be 1,000 shares, such shares shall be of a single class, and shall have a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Corporation Service Company.

ARTICLE VI

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the Bylaws, but shall not be less than one (1). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Joel Stolzenberg, D.D.S.
7800 S.W. 87 Avenue, Suite B-270
Miami, Florida 33173

Alan Lipton
7800 S.W. 87 Avenue, Suite B-270
Miami, Florida 33173

Ross Lipton
7800 S.W. 87 Avenue, Suite B-270
Miami, Florida 33173

ARTICLE VII

The name and address of the Incorporator is Joel L. Stocker, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall only issue its common stock to an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the Corporation was incorporated. Shareholders of this Corporation shall not enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IX

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation to the full extent not prohibited by law.


Executed by the undersigned Incorporator on the fourteenth (14th) day of November, 1996.


Joel L. Stocker, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of The Orthodontic Team, P.A., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505 this ___ day of November, 1996.

Corporation Service Company


By: Karen Rozar, As Agent

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