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P96000095936



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 166244 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizitz

ORDER DATE : November 25, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 166244-005

CUSTOMER NO: 4303929

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

200002013232--8

DOMESTIC FILING

NAME: AMORDENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
95 NOV 25 PM 1:32
RECEIVED
95 NOV 25 PM 1:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS

KR
11-25-96

**ARTICLES OF INCORPORATION
OF**

AmOrdent, Inc.

ARTICLE I

The name of the corporation is AmOrdent, Inc., (hereinafter called the "Corporation").

ARTICLE II

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

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

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 and the name of its initial registered agent at such office is Corporation Service Company.

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified 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

Mary Ann Caffone
7800 S.W. 87 Avenue, Suite B-270
Miami, Florida 33173

ARTICLE VII

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

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22nd day of November, 1996.


Joel L. Stocker, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of AmOrdent, Inc. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes 607.0505.

Corporation Service Company


By: Karen Rozar, As Agent

Dated: November ____, 1996

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TALLAHASSEE, FLORIDA