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February 5, 1997

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-02/10/97-01073-011
*****70.00 *****70.00

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: LUIS A. SANCHEZ, D.M.D., & ASSOCIATES, P.A.

Madam/Sir:

Enclosed please find original and two copies of Articles of Incorporation for the above captioned Corporation, so that you kindly file same and return one copy to the undersigned in the enclosed self-stamped addressed envelope.

Also enclosed you will find check in the amount of \$70.00 covering the fee for this filing.

Thanking you for your kind cooperation, I remain,

Very truly yours,

Cosme de la Torre, Esq.

CT/bna
Enc

FILED
97 FEB 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-13-97
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FILED
97 FEB 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LUIS A. SANCHEZ, D.M.D., & ASSOCIATES P.A.

The undersigned subscriber to these articles of incorporation, being duly licensed to practice dentistry under the laws of the State of Florida, adopt these articles to form a corporation under the Professional Service Corporation Act, F.S. Chapter 621, and other laws of the State of Florida.

ARTICLE ONE

NAME

The name of this Corporation shall be:

LUIS A. SANCHEZ, D.M.D., & ASSOCIATES, P.A.

ARTICLE TWO

TERMS OF CORPORATE EXISTENCE

The Professional Service Corporation shall exist perpetually unless dissolved according to the law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE THREE

PERMITTED ACTIVITY

The Professional Service Corporation shall engage in every phase and aspect of the practice of dentistry.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares which the Professional Service Corporation shall have authority to issue are 7,500 shares with par value of \$1.00 per share.

None of the shares of the Professional Service Corporation may be issued to anyone other than an individual duly licensed to practice dentistry in the State of Florida.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash or 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

PRINCIPAL OFFICE

The principal office of the Professional Service Corporation is 2899 Collins Avenue, Suite 1008, Miami Beach, Florida 33140.

ARTICLE SEVEN

REGISTERED OFFICE AND AGENT

The initial registered office of the Professional Service Corporation is Luis A. Sanchez, D.M.D., 2899 Collins Avenue, Suite 1008, Miami Beach, Florida 33140.

ARTICLE EIGHT

DIRECTORS

The business of the Professional Service Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME:

ADDRESS:

**LUIS A. SANCHEZ, D.M.D.
PRESIDENT AND SECRETARY**

**2899 COLLINS AVENUE, SUITE 1008
MIAMI BEACH, FLORIDA 33140**

ARTICLE NINE

SUBSCRIBER

The name and address of each subscriber to the Articles of Incorporation the number of shares each of them agrees to take are as follows:

LUIS A. SANCHEZ, D.M.D. 100 SHARES
2899 COLLINS AVENUE, SUITE 1008
MIAMI BEACH, FLORIDA 33140

ARTICLE TEN

INDEMNIFICATION

The Professional Service Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE ELEVEN

RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Professional Service Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Professional Service Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Professional Service Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the Professional Service Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing ownership of such stock. No shareholder of the Professional Service Corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the Professional Service Corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the State of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the Professional Service Corporation in accordance with the bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Professional Service Corporation, has executed these Articles of Incorporation this 6 day of February, 1997.



LUIS A. SANCHEZ, D.M.D.

STATE OF FLORIDA)
COUNTY OF DADE)

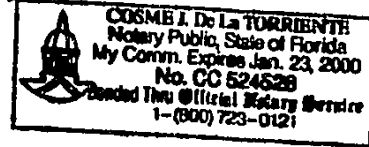
BEFORE ME, the undersigned authority, personally appeared LUIS A. SANCHEZ, me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed who has produced his Florida Driver License or is personally known to me and who did not take an oath

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 6 day of February, 1997

My commission expires:



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



CERTIFICATE DESIGNATING REGISTERED AGENT/ REGISTERED OFFICE

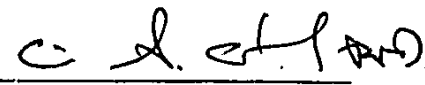
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First - The name of the Corporation is:

LUIS A. SANCHEZ, D.M.D., & ASSOCIATES, P.A.

Second - The name and address of the Registered Agent and office is:

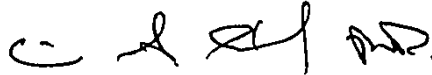
2899 COLLINS AVENUE, SUITE 1008, MIAMI BEACH, FLORIDA 33140



LUIS A. SANCHEZ, D.M.D.
TITLE: DIRECTOR/PRES & SECRETARY
DATE: February 6, 1997

Having been named to registered agent and to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept the appointment of Registered Agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



LUIS A. SANCHEZ, D.M.D.
JANUARY 27, 1997

FILED
97 FEB 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA