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CARLOS A. ALDANA, MBA
6819 SW 105th CT
MIAMI, FL 33173

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 22, 1997

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

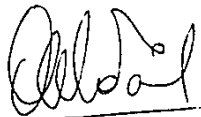
Please find attached original and one (1) copy of Articles of Incorporation and a check payable to Department of State for \$122.50 to cover filing fee & Certified copy to have "NESTOR ARAUZ & ASSOCIATES, P.A., registered under the laws of the State of Florida.

After having these Articles of Incorporation filed, please submit a Certified copy, to the following address:

Mr. Carlos A. Aldana
6819 SW 105th Ct
Miami, FL 33173-1395

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****122.50 ****122.50

Very truly yours,



Carlos A. Aldana, MBA
address on above.
Tel (305) 598-1121

3/28/97

ARTICLES OF INCORPORATION OF

NESTOR ARAUZ & ASSOCIATES, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator elect to form a Professional Service Corporation pursuant to Chapter 621, Florida Statutes, Professional Service Corporation Act, as follows:

ARTICLE 1. NAME

The name of the Professional Service Corporation shall be: "NESTOR ARAUZ & ASSOCIATES, P.A.."

ARTICLE II. EXISTENCE

The existence of the Corporation shall be perpetual and commencing upon filing of these articles with the Department of State.

ARTICLE III. NATURE OF PROFESSIONAL SERVICE

This Professional Service Corporation is organized under this act for the sole and specific purpose of rendering professional dental services to the public. An individual or group of individuals duly licensed or otherwise legally authorized to render the same professional services within the State of Florida may become a shareholder or shareholders of the professional association under the provisions of Chapters 607 and Section 621.05. Dental services shall be rendered through its officers, employees and agents who are duly licensed or otherwise legally authorized within the state of Florida in compliance with Section 621.06

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Professional Association shall have authority to issue is ten (10) shares. Such shares shall be of single class and shall have a par value of One Thousand Dollars (\$1,000.00) per share. The shareholders of this Professional Association will be individuals duly licensed in accordance with Sections 621.03 and 621.09. No shareholder of the corporation may sell or transfer his shares except to another individual who is eligible to be a shareholder as required in Section 621.11.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the initial office of the Professional Association shall be: 8539 N.W. 7th Street, Miami, Florida, 33126, and the name of the initial Registered Agent at such address is: Silvia A. Arauz.

ARTICLE VI. BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Professional Association shall be one: The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

The persons named as initial Directors shall hold office for the first year of existence of the Professional Service Corporation or until new qualified individuals are elected or appointed, whichever occurs first. The name, position and address of the professional dentists duly registered and authorized by the state of Florida are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Nestor L. Arauz	President, Secretary, Treasurer	8539 N.W. 7th Street Miami, Fl 33126

ARTICLE VII. BY LAWS

The by-laws of this Corporation may be adopted, altered, amended, or repealed by the Stockholders.

In witness whereof, we have hereunto set our hands and seal this 22 of March of 1997.

The undersigners constituting the subscribers of this Corporation, for the purpose of forming this Corporation for profit under the laws of the State of Florida, have executed these Articles of Incorporation, this 22 day of March of 1997.

The name and address of the incorporators are:

Subscriber: Nestor L. Arauz (DDS) 8539 N.W. 7th Street, Miami, FL 33126
Doctor of Dental Science
License Number:
Issued on this date:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, Carlos A. Aldana, Accountant with a Master in business administration, personally appeared Nestor L. Arauz, Doctor of Dental Science (DDS), to me personally known, and known to me to be the same persons described herein and who executed the within Articles of Incorporation and who acknowledge the same to be their act and deed.

Sworn to and subscribed before me, this 22 day of March of 1997.

Carlos A. Aldana
witness: Carlos A. Aldana, MBA

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation at the place designated in these Articles, I hereby accept and agree to act in this capacity, and further agree to comply with the provisions of applicable Florida Statutes, relative to keeping open said office.

Silvia A. Arauz 3/22/97
REGISTERED AGENT Date
Silvia A. Arauz