

P 97000031685



ACCOUNT NO. : 072100000032

REFERENCE : 322500 4303929

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : April 8, 1997

ORDER TIME : 9:33 AM

300002136633--8

ORDER NO. : 322500-005

CUSTOMER NO: 4303929

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

DOMESTIC FILING

NAME: TOWNCARE DENTAL, 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  
97 APR -8 PM 1:12  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR -8 AM 11:28  
DIVISION OF CORPORATION

SN APR - 8 1997

ARTICLES OF INCORPORATION  
OF  
TOWNCARE DENTAL, INC.

**FILED**  
97 APR -8 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is TOWNCARE DENTAL, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 5805 Blue Lagoon Drive, Suite 170, Miami, Florida 33126.

ARTICLE III

The total number of shares of all classes which this Corporation shall have the authority to issue is Twenty Million (20,000,000) shares of Common Stock, \$.01 par value per share (the "Common Stock"), of which Ten Million (10,000,000) shares shall be voting Common Stock ("Class A Common Stock") and Ten Million (10,000,000) shares shall be non-voting Common Stock ("Class B Common Stock"). Such shares of Common Stock are sometimes hereinafter collectively referred to as the "Capital Stock."

The holders of Class A Common Stock and Class B Common Stock shall have the identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise required by the Florida Business Corporation Act).

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.

#### 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 one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Melvyn Gober  
5805 Blue Lagoon Drive, Suite 170  
Miami, Florida 33126

#### ARTICLE VII

The name of the Incorporator is Rebecca R. Orand and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, 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 has signed these Articles of Incorporation this 31st day of March, 1997.

Rebecca R. Orand  
Rebecca R. Orand  
Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TOWNCARE DENTAL, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Gail L. Shelby  
By: Gail L. Shelby, as agent

Dated: April 8, 1997

FILED  
97 MAR 8 PM 1:12  
TALLAHASSEE, FLORIDA  
STATE SECRETARY