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ACCOUNT NO. : 072100000032

REFERENCE : 402564 4303929

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 122.50

ORDER DATE : May 23, 1997

ORDER TIME : 9:36 AM

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ORDER NO. : 402564-005

CUSTOMER NO: 4303929

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

STATE
MAY 23 11:11
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: TC-IPA, 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: _____

STATE
MAY 23 1997
TALLAHASSEE, FLORIDA

MAY 23 1997

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ARTICLES OF INCORPORATION
OF
TC-IPA, INC.

FILED
97 MAY 23 11:11
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is TC-IPA, INC., (hereinafter called 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

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 fifty (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 5805 Blue Lagoon Drive, Suite 170, City of Miami, County of Dade, State of Florida 33126 and the name of its initial registered agent at such office is **Gary Tie-Shue**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) 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 (1), 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 S. Gober, D.D.S.
5805 Blue Lagoon Drive
Suite 170
Miami, Florida 33126

ARTICLE VII

The name of the Incorporator is Joel Stocker and the address of the Incorporator is 1221 Brickell, 21st. Fl., 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 22 day of May, 1997.


Joel Stocker (Incorporator)

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

GARY TIE-SHUE, Registered Agent

BY: _____



Gary Tie-Shue, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 23 AM 11:11

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