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TRANSMITAL LETTER

RAMIRO J. PEREZ
REGISTERED AGENT
145 MADEIRA AVE
SUITE 315
CORAL GABLES . FL 33145

PHONE: (305) 461-5557
FAX : (305) 461-5565

DATE: July 21st 1997

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DOCUMENT EXAMINER
NEW FILING SECTION
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE. FL. 32302-1500

SUBJECT: ALEJANDRO DE LA CRUZ, D.D.S., P.A.
Corporate Name.

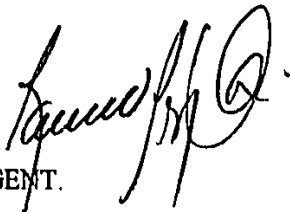
Enclosed is an Original and One copy of the Articles of Incorporation an a Check for \$122.50 for Filing Fee & Certified Copy.

Please return the Enclosed Articles to the Undersigned at the following address:

RAMIRO J. PEREZ
BUSSINES CONTROL MANAGEMENT INC.
145 MADEIRA AVE
SUITE 315
CORAL GABLES FL. 33134

FILED
97 AUG 15 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THANK YOU,
REGISTERED AGENT.



ru 8/15/97

CERTIFICATE OF INCORPORATION
OF

ALEJANDRO DE LA CRUZ, DDS; P.A.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: ALEJANDRO DE LA CRUZ, DDS; P.A.
The practice of Dentistry.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 5,000 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is _____
2645 S.W. 37th AVE. SUITE # 404. MIAMI FL. 33133.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 145 MADEIRA AVE SUITE 315
CORAL GABLES FL. 33134.
The registered Agent at the registered address is _____
RAMIRO J. PEREZ

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
<u>ALEJANDRO DE LA CRUZ</u>	<u>PRESIDENT</u>	<u>2645 S W 37th AVE</u> <u>SUITE#404.MIAMI FL 33133</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

ARTICLE X

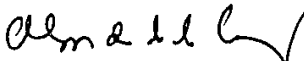
The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
ALEJANDRO DE LA CRUZ	2645 S W 37th AVE SUITE # 404 MIAMI FL. 33133	5,000

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 21 day of JULY 1997.


ALEJANDRO DE LA CRUZ

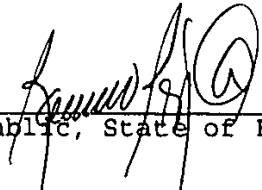
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

ALEJANDRO DE LA CRUZ

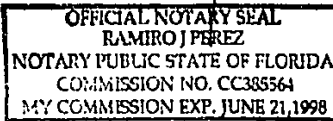
to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida, this 21 day of July 1997.



Notary Public, State of Florida at Large

My Commission Expires:



Certificate designating place of business or domicile for the service of process within Florida, naming Agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that ALEJANDRO DE LA CRUZ, D.D.S.; P.A.
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named RAMIRO J. PEREZ
(Name of Registered Agent)

located at 145 Madeira Ave Suite 315, Coral Gables Fl. 33134
(Street address and number of building)
(Post office box address is not acceptable)

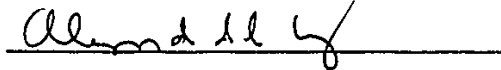
City of Miami, State of Florida, as its Agent to accept service of process within Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE



TITLE

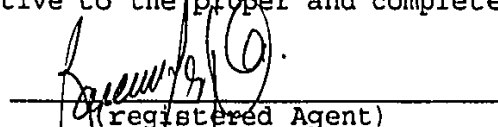
PRESIDENT

DATE

July 21st 1997

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE


(registered Agent)

DATE

July 21st, 1997