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TO: DIVISION OF CORPORATIONS

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FAX #: (850)922-4001

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CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: SMILE, INC. AUDIT NUMBER.....H97000019074 DOC TYPE.....FLORIDA
PROFIT CORPORATION OR P.A. CERT. OF STATUS..0 PAGES..... 3
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ARTICLES OF INCORPORATION OF

EFFECTIVE DATE

1-1-98

SMILE AND THINK, INC.

ARTICLE I - NAME

The Corporation is being formed for the purpose of consulting. The name of the Florida corporation shall be:

SMILE AND THINK, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

326 NE 30th Street
Boca Raton, Florida 33431

ARTICLE III - SHARES

The corporation is authorized to issue 1000 shares of common stock, par value \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Law Offices
Penalta & Associates, P.A.
Galleria International Building
301 Clematis Street
Suite 3000
West Palm Beach, Florida 33401

Prepared by:

Alexander Penalta, Esq.
Law Offices of Penalta & Associates, P.A.
Galleria International Building
301 Clematis Street, Suite 3000
West Palm Beach, Florida 33401
FL BAR NO. 0003972
561-362-7833
BOR # 322563

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ARTICLE V - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The name and address of the initial Director shall be:

**Michael A. Davidson DeRosa
326 NE 30th Street
Boca Raton, Florida 33431**

The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Law Offices
Penalta & Associates, P.A.
Galleria International Building
301 Clematis Street
Suite 3000
West Palm Beach, Florida 33401**

ARTICLE VI - CORPORATE EXISTENCE

The corporate existence of the Corporation shall begin effective as of January 1, 1998.

The authorized representative of the incorporator executed these Articles of Incorporation on November 14, 1997.

Law Offices of Penalta & Associates, P.A.

By: 
Alexander Penalta, President

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CERTIFICATE OF DESIGNATION OF 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 STATEMENTS IN DESIGNATING THE REGISTERED OFFICE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SMILE AND THINK, INC.

2. The name and address of the registered agent and office is:

Law Offices
Penalta & Associates, P.A.
Galleria International Building
301 Clematis Street
Suite 3000
West Palm Beach, Florida 33401

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as 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.

Law Offices of Penalta & Associates, P.A.

By: Alexander Penalta
Alexander Penalta, President

Dated: November 14, 1997

Effective Date of Incorporation: January 1, 1998

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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