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IVAN A. GOMEZ, P.A.

COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR -8 AM 8:51

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

April 7, 1998

AIRBORNE EXPRESS # 3428016686

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

300002483093--4
-04/08/98--01002--017
****183.75 ****183.75

Re: Orthodontic Practice of Clifford Marks, D.D.S., P.A.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of \$183.25 is enclosed for the following fees:

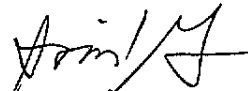
Filing fee	\$ 35.00
Two (2) Certified Copies	\$105.00
Registered Agent fee	\$ 35.00
Certificate of Good Standing	\$ 8.75

Please file the original of the enclosed Articles of Incorporation and return two (2) certified copies and the Certificate of Good Standing to the attention of the undersigned.

In order to expedite the delivery of this certified copies and Certificate of Good Standing to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very Truly Yours,



Ivan A. Gomez

IAG/lc
Orthodon\Filing.L
Encls.

cc: Clifford Marks, D.D.S.

ARTICLES OF INCORPORATION
OF
ORTHODONTIC PRACTICE OF CLIFFORD MARKS, D.D.S., P.A.
a Florida Professional Service Corporation

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DIVISION OF CORPORATION
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The undersigned, acting as Incorporator of a Florida corporation under the Professional Service Corporation Act, Chapter 621 of the Florida Statutes, and other laws of the State of Florida hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is ORTHODONTIC PRACTICE OF CLIFFORD MARKS, D.D.S., P.A.

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office of the Corporation is located at 7400 N. Kendall Drive, Miami, Florida 33156, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of:

1. Engaging in every phase and aspect of the business of rendering the same professional services to the public that a dentist, authorized under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly authorized under the laws of the State of Florida to practice dentistry therein.

2. Investing the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

3. Transacting any and all lawful business for which this Corporation may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value Common Stock. None of the shares of the Corporation may be issued to anyone other than an individual duly authorized to practice dentistry the State of Florida.

ARTICLE VI
VOTING TRUSTS

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE VII
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the Corporation shall have the power to include in the Bylaws, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation; provided however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the Corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the Corporation. If any shareholder shall become legally disqualified

to practice dentistry in the State of Florida, or accept employment that, pursuant to existing law, places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the Corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Ivan A. Gomez, P.A., the name of the initial Registered Agent of the Corporation at that address is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Name

Address

Clifford Marks, D.D.S. 7400 N. Kendall Drive
Miami, Florida 33156

ARTICLE X

INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

Ivan A. Gomez, P.A. 601 Brickell Key Drive
Suite 507
Miami, Florida 33131

ARTICLE XI

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of APRIL, 1998.

IVAN A. GOMEZ, P.A.

By: 


IVAN A. GOMEZ, President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of ORTHODONTIC PRACTICE OF CLIFFORD MARKS, D.D.S., P.A. as made in the foregoing Articles of Incorporation.

Date: 4/7/98

IVAN A. GOMEZ, P.A.

By: 
IVAN A. GOMEZ, President

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