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ROBERT C. McCLYMONDS

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OF COUNSEL

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May 7, 1998
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****70.00 ****70.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: ALICIA M. CARRAZANA, D.M.D., P.A.

Gentlemen:

Enclosed are original and one copy of the Articles of Incorporation of ALICIA M. CARRAZANA, D.M.D., P.A. together with our check in the amount of \$70.00 in payment of:

Filing fee..... \$35.00
Registered agent acceptance..... 35.00
\$70.00

Would you please stamp the copy as filed and return it to us with your acknowledgment of filing for the P.A.

Thank you for your cooperation and for your attention to our request.

Very truly yours,
SIRKIN & McCLYMONDS, P.A.

By: Robert C. McClymonds

RCM:bk
Encls.

FILED
98 MAY - 7 PM 12: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

985-11-98

ARTICLES OF INCORPORATION

OF

ALICIA M. CARRAZANA, D.M.D., P.A.

FILED
9 MAY - 7 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to organize a professional service corporation for the purposes hereinafter stated, pursuant to the laws of the State of Florida, hereby certifies as follows:

ARTICLE I - CORPORATE NAME

The name of the corporation is ALICIA M. CARRAZANA, D.M.D., P.A.

ARTICLE II - PURPOSE

The general nature of the professional services to be rendered by this professional service corporation shall be as follows, to-wit:

(a) To carry on, pursuant to the laws of the State of Florida, the professional services rendered by dentists; except that the corporation shall render professional services only through its officers, employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Florida;

(b) To buy, sell, deal in and exchange shares of its own capital stock; except that the corporation shall not issue any of its capital stock to anyone other than an individual who is duly licensed or otherwise legally authorized to render professional services within the State of Florida. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his/her stock;

(c) To borrow money and to contract debts in such amount or amounts as the Board of Directors may from time to time determine, when necessary or convenient for the transaction of its professional services, or for the exercise of its corporate rights, privileges, or franchise, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness, payable at a specified time or times or payable on the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed in payment for property purchased or acquired, or for any other lawful object; except that this provision shall not be construed as empowering the corporation to do any activity not authorized by the Florida Professional Service Corporation Act;

(d) To do all acts of every kind and nature which are from time to time deemed by the Board of Directors to be necessary, suitable, convenient or proper for the accomplishment of any of the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as a holder or by virtue of any interest in any property, or otherwise;

(e) And, without limiting the generality of any of the foregoing language, the corporation shall have all of the powers

which are now or which may hereafter be conferred upon professional service corporations by the laws of the State of Florida.

ARTICLE III - EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time and the class thereof is 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - TRANSFER OF STOCK

No shareholder of the corporation may sell or transfer his/her shares in the corporation except to another individual who is duly licensed to render the same professional services which the corporation has the power to conduct.

ARTICLE VI - STOCK OWNERSHIP

The Board of Directors shall require any officer, shareholder, agent or employee of the corporation who has been rendering professional services to the public and who becomes legally disqualified to render such professional services within the State of Florida, or who is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his/her continuing rendering of such professional services, to sever all employment with and financial interest in this corporation forthwith; and upon the death of a shareholder, the deceased shareholder's stock shall be first offered for redemption to the corporation under the terms and conditions to be agreed upon by and between the corporation and the shareholders.

ARTICLE VII - PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII - CORPORATE OFFICE

The principal office of the corporation shall be at 214 Almeria Avenue, Coral Gables, Florida 33134, or at such other place or places, whether cities, towns, states or countries, as may hereafter be designated by the Board of Directors.

ARTICLE IX - INITIAL REGISTERED AGENT

The name and address of the Registered Agent of the corporation is ROBERT C. McCLYMONDS, 7900 Red Road, Suite 25, South Miami, Florida 33143.

ARTICLE X - DIRECTORS AND OFFICERS

The corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The initial director of the corporation, who shall serve until her successor is elected, is:

ALICIA M. CARRAZANA, D.M.D
214 Almeria Avenue
Coral Gables, Florida 33134

The officer of the corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office until her successor is elected, is:

ALICIA M. CARRAZANA, D.M.D.
President and Secretary
214 Almeria Avenue
Coral Gables, Florida 33134

Said director and officer is of full age, is a citizen of the United States of America, and is qualified under the laws of the State of Florida for the practice of dentistry.

ARTICLE XI - INCORPORATOR

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

ALICIA M. CARRAZANA, D.M.D.
214 Almeria Avenue
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of May, 1998.


ALICIA M. CARRAZANA, D.M.D.

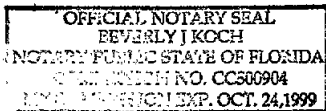
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of May, 1998, by ALICIA M. CARRAZANA, D.M.D., who is personally known to me or () has produced _____ as identification.

My Commission Expires:


Notary Signature

BEVERLY J. KOCH
Printed Notary Signature



ACCEPTANCE

Having been named to accept service of process for ALICIA M. CARRAZANA, D.M.D., P.A., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Florida Statute 48.091 relative to keeping said office open.

Robert C. McCLymonds
ROBERT C. McCLYMONDS,
Registered Agent

FILED
98 MAY -7 PM 12: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA