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TO: DIVISION OF CORPORATIONS

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NAME: BRIGHT SMILES, P.A.

AUDIT NUMBER.....H98000009450

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

EMPIRE

SUBJECT: BRIGET SMILES, P.A.
REF: W98000011471

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FAX Aud. #: H98000009450
Letter Number: 098A00028115

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ARTICLES OF INCORPORATION
OF
BRIGHT SMILES, P.A.

The Subscriber to these Articles of Incorporation is a natural person over the age of 18 years, duly licensed by the State of Florida to conduct professional services pursuant to Section 491, of the Florida Statutes, who present these Articles for the formation of a professional corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 of the Florida Statutes and other applicable laws of the State of Florida:

ARTICLES I: NAME OF THE PROFESSIONAL CORPORATION

The name of the Professional Corporation is BRIGHT SMILES, P.A., hereinafter referred to as the "Professional Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Professional Corporation is 3932 NW 167th Street, Miami, FL, 33054.

ARTICLE III: DURATION OF THE PROFESSIONAL CORPORATION

The period of duration of the Professional Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE PROFESSIONAL CORPORATION

The purpose for which the Professional Corporation is organized to provide professional dental services to individuals and groups pursuant to Chapter 466 of the Florida Statutes, through individuals authorized by the Florida Department of Business and Professional Regulations to render such services as individuals.

JEANNETTE G. ANDREWS ESQ
TOOLS FOR CHANGE
6255 N. W. 7TH AVENUE
MIAMI, FL 33150
FL BAR# 0076124

(305) 751-8934

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ARTICLE V: AUTHORIZED SHARES

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The Professional Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate; however, none of the shares of the Professional Corporation may be issued to anyone other than an individual licensed to practice dentistry in the State of Florida.

ARTICLE VI: PREEMPTIVE RIGHTS

The Professional Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Professional Corporation, shall have the right to purchase their pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Professional Corporation's initial registered office is 3932 NW 167th STREET, MIAMI, FLORIDA, 33054, and the registered agent at that office is DR. ELSA CORTORREAL.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Professional Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws. The initial Board of Director of the Professional Corporation shall be comprised of:

ELSA CORTORREAL, D.D.S.
3932 NW 167th Street
Miami, Florida 33054

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ARTICLE IX: SUBSCRIBER

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The name and residence address of the person signing the Articles of Incorporation as a subscriber and who is duly licensed to practice professional services in the State of Florida is as follows:

DR. ELSA CORTORREAL
3932 NW 167th Street
Miami, FL 33054

IN WITNESS WHEREOF, I, DR. ELSA CORTORREAL, the undersigned incorporator, have signed these Articles of Incorporation on this 19 day of may, 1998 and acknowledged the same to be my act.

Dr. Elsa Cortorreal
DR. ELSA CORTORREAL

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this ____ day of _____, 1998 by, DR. ELSA CORTORREAL who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: _____

PRINT: _____
STATE OF FLORIDA AT LARGE

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That BRIGHT SMILES, P.A., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named DR. ELSA CORTORREAL, at 3932 NW 167th STREET, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Professional 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.

BY: Dr. Elsa Cortoreal
DR. ELSA CORTORREAL

DATE: 19 May 98

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TALLAHASSEE, FLORIDA