

JANA ANDREWS & ASSOCIATES

A PROFESSIONAL ASSOCIATION
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June 7 1998

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Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Re: Incorporation of SMILE KEEPERS, INC.

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to the address contained on this letterhead;
2. An original and one copy of the Certificate Designating Registered Agent; and
3. Check made payable to the Secretary of State in the amount of \$122.50 to cover the following costs:

a. Filing Fee	\$35.00
b. Certified Copy	52.50
c. Registered Agent Designation	35.00
Total:	\$122.50

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Sincerely,

Jana Andrews
Jana Andrews

JA/vr
Enclosures
cc: Darlene K. Berndt

FILED
98 JUN 19 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
SMILE KEEPERS, INC.

ARTICLE I
NAME

The name of the Corporation is SMILE KEEPERS, INC.. The address of the Corporation is 19105 Crooked Lane, Lutz, Florida 33549.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in the business of producing, selling and repairing orthodontic appliances; to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is Jana Andrews.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of the Corporation are:

Darlene K. Berndt
19105 Crooked Lane
Lutz, Florida 33549

Connie L. Garcia
19105 Crooked Lane
Lutz, Florida 33549

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:
Darlene K. Berndt, 19105 Crooked Lane, Lutz, Florida 33549.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.


**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of June, 1998.



Darlene K. Berndt
INCORPORATOR AND SUBSCRIBER

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That SMILE KEEPERS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 19105 Crooked Lane, Lutz, Florida 33549 has named Jana Andrews, located at 2807 W. Busch Boulevard, Suite 202, Tampa, Florida 33618, County of Hillsborough, State of Florida as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: Jana Andrews
JANA ANDREWS
REGISTERED AGENT

Date: June 17, 1998

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SECRETARY OF STATE
TALLAHASSEE FLORIDA