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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

HAPPY SMILES DENTAL GROUP, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 6, 1998

FAS-T CORP.

SUBJECT: HAPPY SMILES DENTAL GROUP, INC.
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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

HAPPY SMILES DENTAL GROUP, INC.

We, the undersigned subscribers to these Articles of Incorporation natural persons competent to contract from a Corporation the Laws of the State of Florida.

ARTICLE I, NAME OF CORPORATION:

The name of the corporation shall be:

HAPPY SMILES DENTAL GROUP, INC.

ARTICLE II, GENERAL NATURE OF THE BUSINESS:

The general nature of the business and the object and purpose to be transacted and carried on are:

To conduct any and all business not prohibited by the Laws of the United States and State of Florida.

To conduct business to have one or more officers in and buy hold, mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other countries to conduct debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or instruments to secure the payments of corporate indebtedness as require.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government and while owner of such stock to exercise all the rights, powers and privileged of ownership, including the right to vote such stock.

Prepared by: Jose A. Varona,
851 N.W. 127 Ct.
Miami, FL 33182
(305) 264-9898

Prepared By:
Jose A. Varona
851 N.W. 127 Ct.
Miami, FL 33182

Jose A. Varona

ARTICLE III, CAPITAL STOCK:

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 per share. Such stocks may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL:

The number of shares with which this Corporation shall commence business is not less than 100 common stock, and the amount of capital with which this Corporation shall commence business will not be less than One Hundred Dollars (\$ 100.00).

ARTICLE V, TERM:

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS:

The initial place of business of said Corporation in this State shall be 851 N.W. 127 CT., Miami, Florida 33182. But the Board of Directors may from time to time, move the principal place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS:

The business of the Corporation shall be conducted by a Board of Directors and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of Stockholders, and the several officers, as the case may provide for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS:

The name and the post office address of the members of the First Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, are as follows:

Jose Antonio Varona
851 N.W. 127 Ct.
Miami, FL 33182

Jose A. Varona

Michael J. Sena
4710 SW 67 Avenue
Miami, FL 33155

[Signature]

ARTICLE IX, SUBSCRIBERS:

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business. The name and place of residence of the Subscriber to the capital stock and the number of the shares subscribed for are as follows:

Jose Antonio Varona
851 N.W. 127 Ct.
Miami, FL 33182

Jose A. Varona

100 Shares

Michael J. Sena
4710 SW 67 Avenue
Miami, FL 33155

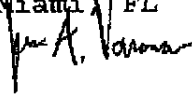
100 Shares

[Signature]

ARTICLE X, OFFICERS:

The names and post office addresses of the incorporator, who subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have elected and qualified, are as follows:

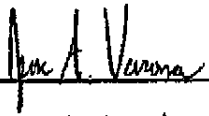
Jose Antonio Varona
851 N.W. 127 Ct.
Miami, FL 33182



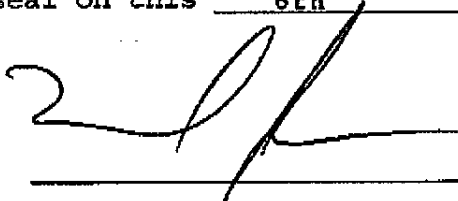
ARTICLE XI, AMENDMENT:

These Articles of Incorporation may be amended in the manner provided by laws. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stocks entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above name for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file this Certificate hereby declaring that the facts herein stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on this 6th day of November 1998.



Jose Antonio Varona
President/Treasurer



Michael J. Sena
Vice President/Secretary

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE
WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.


In pursuance of Chapter 48,901,
Section 607, 164 Florida Statutes,
the following is submitted, in the
compliance with said act:

FIRST:

desiring to organized under Laws of
the State of Florida, with the
principal office,as indicated in the
Articles of Incorporation, at the
City of Miami, County of Dade, State
of Florida, has named Jose Antonio
Varona, 851 N.W. 127 Ct. Miami, FL
33182 as it agent to accept service
of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept
services 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 keeping open said office.



Jose Anotonio Varona

REGISTERED AGENT

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TALLAHASSEE, FLORIDA