

LAW OFFICES
KENNETH J. LOWENHAUPT, P.A.
7765 S.W. 87 AVENUE
SUITE 201
MIAMI, FLORIDA 33173

KENNETH J. LOWENHAUPT, ESQ.
KRISTINE A. SAWYERS, ESQ.

TELEPHONES
(305) 412-5636

TOLL FREE (800) 232-0558
FAX (305) 412-5630

HOWARD L. BROWNSTEIN, PARALEGAL

October 16, 1998

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-11/09/98-01058-014
****122.50 *****78.75

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

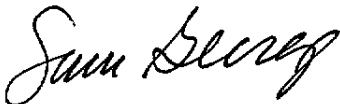
Re: Articles of Incorporation for Marcelino J. Marengo, D.D.S. P.A.

Dear Clerk:

Enclosed please find check #2867 in the amount of \$122.50 for filing fees and a certified copy of the above referenced corporation.

If you have any questions concerning this matter, please feel free to contact me.

Sincerely,



Sara George
Legal Assistant to
Kenneth J. Lowenhaupt, Esq.

FILED
98 NOV 16 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV 18 1998

NOV 19 1998





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1998

KENNETH J. LOWENHAUPT, ESQUIRE
7765 S.W. 87 AVENUE
SUITE 201
MIAMI, FL 33173

SUBJECT: MARCELINO J. MARENCO, D.D.S. P.A.
Ref. Number: W98000025378

We have received your document for MARCELINO J. MARENCO, D.D.S. P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific nature of business of the professional association must be stated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 598A00054478

**ARTICLES OF INCORPORATION
OF
MARCELINO J. MARENCO, D.D.S. P.A.**

FILED
98 NOV 16 PM 2:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to do business in the State of Florida, hereby form a corporation in accordance with the laws of the State of Florida and hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME.

The name of the corporation shall be: **MARCELINO J. MARENCO, D.D.S. P.A.**

ARTICLE II. DURATION.

The period of the corporation's duration shall be perpetual, or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE.

The purpose of the corporation is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general corporation in any way. To do such things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them. The practice of Dentistry.

ARTICLE IV. CAPITAL STOCK.

The total number of shares of capital stock which the corporation shall be authorized to issue is 1,000 shares. Such shares shall be of single class common stock, and shall have a par value of One and 00/100 Dollars (\$1.00) per share.

ARTICLE V. CAPITALIZATION.

The amount of capital with which the corporation will begin shall not be less than One Thousand and 00/100 (\$1,000.00) Dollars.

ARTICLE VI. PRINCIPAL OFFICE.

The address of the corporation's principal office shall be: 14017 SW 66th Terrace, Miami, Florida 33183

The registered agent is: Marcelino Marengo

ARTICLE VII. CORPORATE POWERS.

The corporation shareholders have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS.

The names and addresses of each person signing these Articles of Incorporation as a subscriber are:

Marcelino Marengo 14017 SW 66th Terrace, Miami, Florida 33183

ARTICLE IX. DIRECTORS.

The corporation is to be managed by a Board of Directors. The number of directors constituting the initial Board of Directors is one (1) and the names and addresses of the initial directors are:

President: Marcelino Marengo 14017 SW 66th Terrace, Miami, Florida 33183

Vice-President: Same

Secretary: Same

Treasurer: Same

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be four (4) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be an authorized number of directors until such number is changed by bylaw adopted by the shareholders.

ARTICLE X. BYLAWS.

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than Thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption, bylaws by the affirmative vote of three fourths of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION.

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, we the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Miami, Dade County, Florida this 3 day of November 1998.

_____)
witness

Marcelino Marengo
Marcelino Marengo, as President

_____)
witness

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 3 day of November, 1998, personally appeared Marcelino Marengo who is [] personally known to me or [] produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:

Jim Zym Benay
Notary Public, State of Florida

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT OF

Pursuant to the provisions of the Florida Statute 607.0501, the undersigned corporation organized under the laws of the State of Florida submits the following in designating the office/registered agent in the State of Florida.

1. The name of the corporation is: Marcelino J. Marengo D.D.S. P.A.
2. The name of the registered agent is: Marcelino Marengo
3. The address of the registered agent: 14017 SW 66th Terrace, Miami, Florida, 33183

ACCEPTANCE.

Having been named as registered agent and designated to accept service of process for the above corporation, 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 obligations of my position as registered agent.

DATED this 3 day of November, 1998

_____ witness

Marcelino Marengo
Marcelino Marengo, as Registered Agent

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98 NOV 16 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

_____ witness

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, on this 3 day of November, 1998, personally appeared Marcelino Marengo who is [] personally known to me or [] produced a valid Florida Drivers License as identification and stated that he executed the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

My commission expires:



SARA LYNN GEORGE
My Commission CC570252
Expires Jul. 17, 2000

Sara Lynn George
Notary Public, State of Florida