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FRANCOIS M. ZAYAS, D.D.S., P.A.
373 WESTWARD DRIVE
MIAMI SPRINGS, FLORIDA 33166
PH: 305/888-1742

February 17, 1999

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122.50 **78.75

SECRETARY OF STATE
DIVISION OF CORPORATIONS
ATTN: NEW FILINGS SECTION
P O BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: Articles of Incorporation
Dental Alliance of South Florida, Inc.

Dear Sir/Madam:

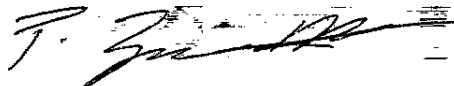
Enclosed please find the Articles of Incorporation, the Registered Agent's Acceptance of Designation, and a check in the amount of \$122.50 representing the filing fee.

We have enclosed a self addressed stamped envelope for return of the certified copy of the Articles of Incorporation.

We trust we have met all the requirements for setting up a corporation, but if you have any questions, please contact my secretary, Betty, at 305/888-1742.

Thank you.

Very truly yours,



Francois M. Zayas

Enclosure

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is Miami Dental Alliance of South Florida, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the practice of dentistry, providing for the diagnosis, care and treatment of patients in said area of dentistry.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To engage in any lawful act or activity for which corporations may be organized under the Florida Professional Service Corporation Act and the laws of the State of Florida and the United States.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall be of a par value of \$1.00 per share.

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ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than two persons. Stock shall be issued and transferrable only to natural persons, and who are not nonresident aliens.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

Principle Office

The street address of the initial registered offices of the corporation is 373 Westward Drive, Miami Springs, Florida 33166. The name of its initial registered agent is Francois M. Zayas.

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is (1) one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME:

Francois M. Zayas

ADDRESS:

373 Westward Drive
Miami Springs, Florida 33166

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors' meetings, as long as there are only two directors. If there comes a time when there are more than two directors, then a simple majority vote for director action will be required.

ARTICLE TEN

The name of each person who is to serve as an initial officer of the corporation is:

NAME	OFFICE
Francois M. Zayas	President/Treasurer
Patricia Zayas	Vice President/Secretary

ARTICLE ELEVEN

The name and address of each incorporator is:

NAME	ADDRESS
François M. Zayas	373 Westward Drive Miami Springs, Florida 33166
Patricia Zayas	373 Westward Drive Miami Springs, Florida 33166

ARTICLE TWELVE

The corporation shall indemnify and hold harmless any officer or shareholder, past or present, from any and all liabilities incurred in the performance of services or investment of funds as contemplated by these Articles of Incorporation and the Professional Service Corporation Act.

ARTICLE THIRTEEN

This corporation, subject to the laws of the State of Florida governing a Professional Service Corporation, reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned at Dade County, Florida this 17th day of February, 1999.


FRANCOIS M. ZAYAS

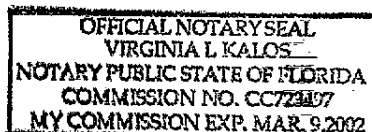
State of Florida)
 :
County of Dade)

BEFORE ME, the undersigned authority, personally appeared OFRANCOIS M. ZAYAS who is known to me or who has produced personally known as identification and who did (did not) take an oath, and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade, County, Florida this 17th day of February, 1999.

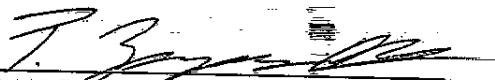

NOTARY PUBLIC
State of Florida at Large

Virginia L. Kalos
Print Name
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

I, FRANCOIS M. ZAYAS, hereby accept the foregoing appointment as registered agent for MIAMI DENTAL ALLIANCE OF SOUTH FLORIDA, INC.


FRANCOIS M. ZAYAS

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