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FLORIDA PROFIT CORPORATION OR P.A.

ANDREW MARLO, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

B. McKnight MAR 29 1999

ARTICLES OF INCORPORATION

OF

ANDREW MERLO, P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law in the State of Florida under the laws of the State of Florida, adopts these Articles of Incorporation to form a corporation under Chapter 607 of the Florida Statutes and the Florida Professional Service Incorporation Act.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the professional service corporation shall be ANDREW MERLO, P.A. The corporation's principal place of business shall be 2101 Corporate Boulevard, N.W., Suite 325, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

This professional service corporation is organized to engage in every phase and aspect of the practice of law within the State of Florida and to take all actions that are necessary or proper in connection therewith, including investment of the funds of the professional service corporation in real estate, mortgages, stocks, bonds or any other type of investment and ownership of real and personal property necessary for the rendering of professional services.

ARTICLE III

TERM OF EXISTENCE

The professional service corporation shall have perpetual existence.

ARTICLE IV

CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of One Dollar (\$1.00) per share. None of the shares may be issued to anyone other than an individual licensed to practice law in the State of Florida.

Prepared by: Andrew Merlo, Esquire, 2101 Corporate Boulevard NW, Suite 325, Boca Raton, Florida 33431
Telephone Number: 561-989-0202, Florida Bar Number: 0043801

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ARTICLE V
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the professional service corporation shall be 2101 Corporate Boulevard NW, Suite 325, Boca Raton, Florida 33431. The initial registered agent at that address shall be ANDREW MERLO.

ARTICLE VI
SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is ANDREW MERLO, 2101 Corporate Boulevard NW, Suite 325, Boca Raton, Florida 33431.

ARTICLE VII
DIRECTORS

The business of the professional service corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one (1) member as follows:

ANDREW MERLO 2101 Corporate Boulevard NW
Suite 325
Boca Raton, Florida 33431.

ARTICLE VIII
OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until his successors are elected or appointed is:

ANDREW MERLO 2101 Corporate Boulevard NW
Suite 325
Boca Raton, Florida 33431.

ARTICLE IX
RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner, form, terms and conditions of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulator restrictive provisions shall not affect the rights of

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third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer his or her stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation. Furthermore, the sale or transfer of stock may be made only after it has been approved at a meeting of the shareholders specifically called for that purpose. If any shareholder becomes legally disqualified to practice dentistry in the State of Florida or is elected to a public office or accepts employment that places restrictions or limitations on his continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE X
AMENDMENT OF ARTICLES

The professional service corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by Florida Statute. Any change authorized by the holders of shares entitling them to exercise the majority of the voting power of the professional service corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the corporation as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have votes against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights to a dissenting shareholder.

ARTICLE XI
ACCEPTANCE OF REGISTERED AGENT

I ANDREW MERLO, having been named to accept service of process for the above-stated professional service corporation, at the place designated in this Certificate, hereby accept appointment as Registered Agent of ANDREW MERLO, P.A., and agree to act in that capacity and 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.

DATED: March 26TH, 1999.


ANDREW MERLO

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 26th day of March, 1999.


ANDREW MERLO

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ANDREW MERLO, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of March, 1999.


NOTARY PUBLIC

JEFFREY S. HOCHFELNER
My Commission CC473456
Expires Jun. 15, 1999
Bonded by HAI
BDO-420-100%