

P99000040436

LAW OFFICES
M. DANIEL HUGHES

PROFESSIONAL ASSOCIATION
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200

FORT LAUDERDALE, FLORIDA 33306

TELEPHONE (954) 566-3390
TELECOPIER (954) 563-2546

MEMBER OF
FLORIDA AND GEORGIA BAR

OF COUNSEL
KEVIN M. LYONS
CARL G. SANTANGELO

April 10, 2000

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*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

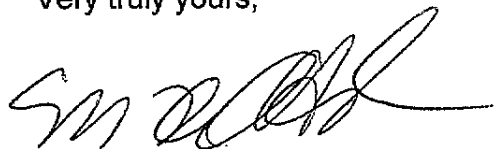
Re: PARAGON DENTAL SERVICES, INC.

Dear Sir:

Enclosed please find Articles of Amendment to Articles of Incorporation of Paragon Dental SERVICES, Inc., together with our check in the amount of \$35.00.

Please return a certified copy of the Articles of Amendment.

Very truly yours,



M. DANIEL HUGHES

MDH:fsj
Enclosures

cc: Mrs. Kim Nolan

FILED
00 JUN 12 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS JUN 12 2000

LAW OFFICES
M. DANIEL HUGHES
PROFESSIONAL ASSOCIATION
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE (954) 566-3390
TELECOPIER (954) 563-2546

MEMBER OF
FLORIDA AND GEORGIA BAR

OF COUNSEL
KEVIN M. LYONS
CARL G. SANTANGELO

June 7, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attention: **Ms. Thelma Lewis**

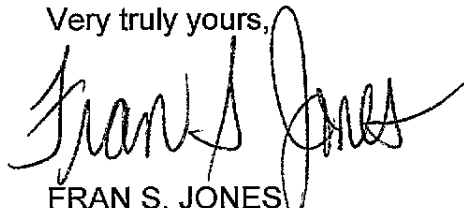
Re: **PARAGON DENTAL SERVICES, INC.**

Dear Ms. Lewis:

Pursuant to our conversation, enclosed please find Articles of Amendment to Articles of Incorporation of Paragon Dental Services, Inc.

Please return a certified copy of the Articles of Amendment.

Very truly yours,



FRAN S. JONES
Legal Assistant to M. DANIEL HUGHES, ESQ.

/fsj
Enclosures

cc: Mrs. Kim Nolan

Paragon

Dental Services, Inc.

3333 West Commercial Blvd.
Suite 203
Fort Lauderdale
Florida 33309

954.760.7272
Fax: 954.760.4609
www.paragondental.com

May 31, 2000

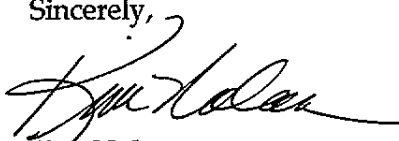
State of Florida
Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Ref: Letter # 200A00021579

Enclosed are the Minutes of Joint Meeting of the Board of Directors and Shareholders of Paragon Dental Services, Inc. and the Waiver of Notice of Joint Meeting of Board of Directors and Shareholders of Paragon Dental Services, Inc. as you requested.

Don't hesitate to contact me if you have any questions.

Sincerely,



Kim Nolan
Vice President

RECEIVED
00 JUN -2 AM 9:49
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 19, 2000

M. DANIEL HUGHES, ESQ.
3000 NORTH FEDERAL HIGHWAY
BUILDING TWO, SUITE 200
FORT LAUDERDALE, FL 33306

SUBJECT: PARAGON DENTAL SERVICES, INC.
Ref. Number: P99000040436

We have received your document for PARAGON DENTAL SERVICES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return 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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 200A00021579

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PARAGON DENTAL SERVICES, INC.**

FILED
00 JUN 12 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **PARAGON DENTAL SERVICES, INC.** was amended by the Corporation's Board of Directors on February 1, 2000. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

1. The name of the Corporation is:

PARAGON DENTAL SERVICES, INC.

2. Article V of the Articles of Incorporation of **PARAGON DENTAL SERVICES, INC.** was amended by the shareholders as follows:

The number of Officers and Directors constituting the Board of Directors of the Corporation is: three (3). The names and addresses of the Directors who will serve on the Board of Directors are:

LEONARD A. WEISS, DMD
KIM NOLAN
MICHAEL FLAX, DMD

President/Director
Vice President/Director
Secretary/Director

3. The foregoing Amendment to Articles of Incorporation was duly adopted by the Board of Directors on the 1st day of February, 2000.

IN WITNESS WHEREOF, the undersigned Director of this Corporation has executed these Articles of Amendment on the 1 day of February, 2000.


LEONARD A. WEISS, DMD, President



MICHAEL FLAX, DMD, Director

**WAIVER OF NOTICE OF
JOINT MEETING OF BOARD OF DIRECTORS AND STOCKHOLDERS
OF
PARAGON DENTAL SERVICES, INC.**


The undersigned members of the Board of Directors and Stockholders of **PARAGON DENTAL SERVICES, INC.**, waives notice of that Joint Meeting of the Board of Directors and Stockholders held on February 1, 2000 at the Law Offices of M. Daniel Hughes, P.A., 3000 North Federal Highway, Building Two South, Fort Lauderdale, FL 33306, and hereby ratify, approve and confirm all business that may be conducted and is conducted at that Joint Meeting.

DATED this 1st day of February, 2000.

PARAGON DENTAL SERVICES, INC.

BY: 
LEONARD A. WEISS, DMD, President

BY: 
KIM NOLAN, Vice President/Director

BY: 
MICHAEL FLAX, DMD, Secretary/Director

**MINUTES OF JOINT MEETING
OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
PARAGON DENTAL SERVICES, INC.**

MINUTES of a special meeting of the Board of Directors held at the office of the Corporation at 3333 West Commercial Boulevard, Suite 203, Fort Lauderdale, FL 33309 on February 1, 2000 at 2:00 o'clock P.M. The President called the meeting to order and directed the Secretary to call the roll of the Directors.

The following Directors were present:

LEONARD A. WEISS, DMD
KIM NOLAN
MICHAEL FLAX, DMD

The President then stated that this meeting was called especially at the request of the Directors to consider the following business: amending the Articles of Incorporation of the Corporation.

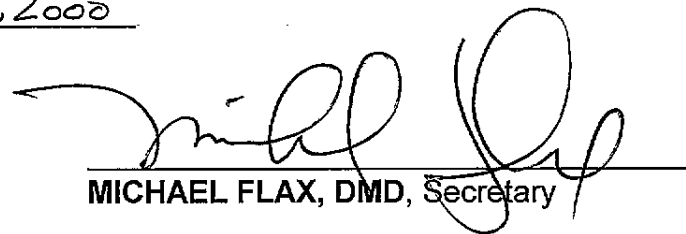
The Secretary read the notice of the meeting and stated that the same was sent to each and every Director in accordance with the By-laws.

ON MOTION MADE AND CARRIED, the notice was ordered spread upon the minutes.

The following business was taken up and transacted: amending the Articles of Incorporation of the Corporation.

THERE BEING NO FURTHER BUSINESS, the meeting was adjourned.

DATED: February 1, 2000



MICHAEL FLAX, DMD, Secretary