

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-05/17/99--01011--001

\*\*\*\*\*78.75 \*\*\*\*\*78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AMERICA DENTAL CLINIC CORP.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)



Walk in



Pick up time

2.00



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/  
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
99 MAY 14 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

5/19  
EXAMINER'S INITIALS  
99 MAY 17 AM 8:25  
SECRETARY OF CORPORATION

**ARTICLES OF INCORPORATION**  
**OF**  
**AMERICA DENTAL CLINIC CORP.**

99 MAY 14 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

We, the undersigned, hereby associate ourselves together under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities for a Corporation for profit, generally and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

**ARTICLE ONE**  
**Name of the Corporation**

The name of this Corporation shall be:

**AMERICA DENTAL CLINIC CORP.**

**ARTICLE TWO**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

Any activity and business permitted under the Laws of the State of Florida, including but not limited to Dental Services.

**ARTICLE THREE**  
**Capital Stock**

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 500 shares, each having a par value of \$1.00 per share. Each share of stock shall entitle the holder thereof to one (1) vote at any meeting of stockholders.

**ARTICLE FOUR**  
**Initial Capital**

The amount of capital with which this Corporation shall begin business shall be: **Five Hundred Dollars (\$500.00)**

**ARTICLE FIVE**  
**Term of Existence**

This Corporation shall have perpetual existence.

**ARTICLE SIX**  
**Principal Office**

The following shall be the street address and the principal office for this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient:

825 SW 87 Ave.  
Suite 2 G  
Miami, Fl. 33174

**ARTICLE SEVEN**  
**Directors**

There shall be an Initial Board of Directors for this Corporation which shall consist of **THREE** persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than ONE. Each of said Directors shall be of full age and each of them shall be residents of the United States.

**ARTICLE EIGHT**  
**Initial Board of Directors**

The names and addresses for the initial Board of Directors is as follows:

NAME	ADDRESS	OFFICE
ALEXANDER MONTERO	2900 WEST 12TH AVE HIALEAH FL. 33012	PRESIDENT
DAVID MONTERO	1801 NW 7 ST # 4 MIAMI, FL. 33125	V.PRESIDENT
RAMIRO A. BARRIENTOS	3533 SW 89 CT MIAMI, FL. 33165	SECRETARY

## ARTICLE NINE

The name and addresses of each subscriber to these Articles of Incorporation and the number of shares each agrees to purchase are:

NAME	ADDRESSES	NO. OF SHARES
ALEXANDER MONTERO	2900 WEST 12 AVE HIALEAH, FL. 33012	50
DAVID MONTERO	1801 NW 7 ST # 4 MIAMI, FL. 33125	225
RAMIRO A. BARRIENTOS	3533 SW 89 CT MIAMI, FL. 33165	225

## ARTICLE TEN Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be fully disclosed to each of the other shareholders and officers of the corporation or shall have been known to the Board of directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of directors of this Corporation, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

## ARTICLE ELEVEN Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed  
these Articles of Incorporation for the uses and purpose stated  
therein this 12 day of May, 1999

  
ALEXANDER MONTERO  
PRESIDENT

  
DAVID MONTERO  
V/PRESIDENT

  
RAMIRO A. BARRIENTOS  
SECRETARY

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING  
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

AMERICA DENTAL CLINIC CORP.

- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

DAVID MONTERO  
1801 NW.7 ST # 4  
MIAMI, FL. 33125

SIGNATURE \_\_\_\_\_  
TITLE \_\_\_\_\_  
DATE \_\_\_\_\_

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, 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 THE OBLIGATIONS OF MY POSITION AS REGISTERED  
AGENT.

SIGNATURE \_\_\_\_\_  
DATE \_\_\_\_\_

FILED  
MAY 14 PM 1:06  
CLERK OF STATE  
TALLAHASSEE FLORIDA