

99000058974

June 23, 1999

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of AFFORDABLEBRACES.COM, PA.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399.

Thank you for your assistance in this matter.

Sincerely,



Paul L. Ouellette

FILED
1999 JUN 28 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AFFORDABLEBRACES.COM, PA

ARTICLE I. NAME

The name of this corporation is AFFORDABLEBRACES.COM, PA

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

a. To engage in every aspect in the practice of orthodontics and all its fields of specializations, as are engaged in by licensed orthodontists.

b. To engage and render the professional services involved only through its officers, agents and employees who shall be orthodontists in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

c. To invest its funds in any type of investments permitted by law.

d. To engage in no other business other than the rendition of professional services specified herein.

e. To do everything necessary and proper in _____
accomplishing the purposes herein set forth and to do _____
anything incidental thereto which is not forbidden under the _____
laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

a. The maximum number of shares of stock that the
corporation is authorized to have outstanding at any time
shall be 100 shares of common stock at \$1.00 per share per
value.

b. The consideration to be paid for each share shall be
payable in lawful money or property, labor or services.

c. Shares of the Corporation's stock and certificates
shall be issued only to orthodontists in good standing and
duly licensed or otherwise legally authorized within the
State of Florida to render the same professional services as
this corporation.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new
stock of this corporation of the same kind, class or series
as that which he already holds, shall have the right to
purchase his pro rata share (as nearly as may be done without
issuance of fractional shares) at the price at which it is
offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 455 Magnolia Ave., Merritt Island, Florida 32952, and the name of the initial registered agent of this corporation at that address is PAUL L. OUELLETTE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

PAUL L. OUELLETTE
455 Magnolia Ave.
Merritt Island FL 32952

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 455 Magnolia Ave., Merritt Island, Florida 32952, and the mailing address of the corporation is 455 Magnolia Ave., Merritt Island, Florida 32952.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles are:

PAUL L. OUELLETTE
455 Magnolia Ave.
Merritt Island FL 32952

ARTICLE X. INFORMATIONAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting or consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE XI. INFORMATIONAL DIRECTOR ACTION

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII. SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized

by the corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

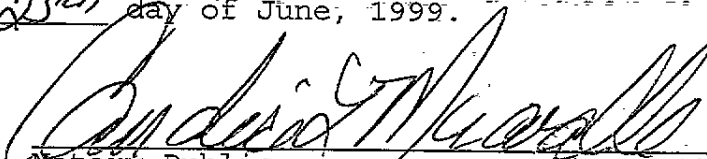
IN WITNESS WHEREOF the undersigned subscriber has
executed these articles of incorporation on this 23rd day
of June, 1999.


PAUL L. OUELLETTE

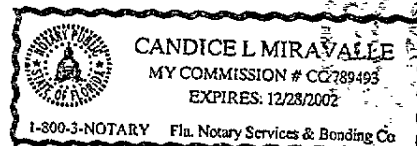
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a
Notary Public duly authorized in the State and County named
above to take acknowledgments, personally appeared PAUL L.
OUELLETTE to me known to be the person described as
subscriber in and who executed the foregoing Articles of
Incorporation, and who acknowledged before me that he
subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and
State named above this 23rd day of June, 1999.


Notary Public

Per known



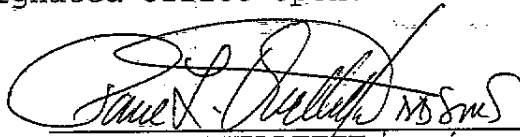
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That AFFORDABLEBRACES.COM, PA desiring to organize
under the laws of the State of Florida, with its principal
office at 455 Magnolia Ave., Merritt Island, Brevard County,
Florida 32952, has named PAUL L. OUELLETTE, located at 455
Magnolia Ave., Merritt Island, Brevard County, Florida 32952,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.



PAUL L. OUELLETTE
Registered Agent

FILED
1999 JUN 28 AM 10:12
CLERK OF COURT
TALLAHASSEE, FLORIDA