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From : Michael J. Casanova
10331 SW 17th Street, Suite 101
Miami, FL 33165
(305) 226-9770

July 6, 1999

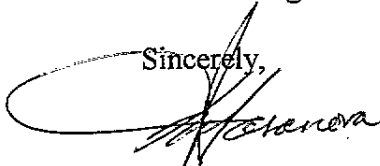
Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

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-07/09/99--01026--017
*****78.75 *****78.75

Subject: Americas Dental, Inc. -- proposed corporate name

Enclosed is an original and One (1) copy of the articles of incorporations and a check for \$78.75 filing fee and certificate of status.

Sincerely,



Michael J. Casanova

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAS DENTAL, INC.

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

ARTICLE I

The name of the corporation is **AMERICAS DENTAL, INC.** (hereinafter called the "Corporation"). The Corporation's existence shall be perpetual.

ARTICLE II

The Corporation's initial Florida address is **10331 SW 17 STREET, SUITE 101, MIAMI, Florida 33165.** The name of its registered agent is **MICHAEL J. CASANOVA**, whose address is **10331 SW 17 STREET, MIAMI, FLORIDA 33165.** A copy of the required written acceptance of designation as registered agent is appended hereto as Exhibit A.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under Chapter 607, Florida Statutes.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have the authority to issues is 1000 shares designated Common Stock, **HAVING .05 cents PAR VALUE.**

ARTICLE V

The name and address of the Sole Incorporator are as follows:

Name: **MICHAEL J. CASANOVA**

address: **10331 SW 17 STREET, MIAMI, FLORIDA 33165**

ARTICLE VI

The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation, its directors, and stockholders:

(a) The Corporation shall always have **TWO (2)** directors, and may have as many directors as permitted or otherwise fixed by the by-laws. Election of directors need not be by ballot unless the by-laws so provide. **JOHN J. HUNTER AND MICHAEL J. CASANOVA** shall be the initial Directors and **JOHN J. HUNTER** shall be the initial Chairman of the Board of Directors.

(b) The Board of Directors shall have power without assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation as provided in the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to

determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(c) The Directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of any director's interest, or for any other reason.

(d) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-law so made shall invalidate any prior act of the Directors which would have been valid if such by-law had not been made.

ARTICLE VII

The following provisions are inserted for the benefit of the Directors and Officers of the Corporation.

(a) The personal liability of the Directors and Officers of the Corporation is hereby eliminated to the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented.

(b) To the fullest extent permitted by Chapter 607, Florida Statutes, as the same may be amended and supplemented, the Corporation shall indemnify its Directors and Officers under Chapter 607 from and against any and all of the expenses, liabilities or other matter referred to in or covered by Chapter 607, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested Directors or otherwise, both as to any action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(c) Any modification of this Article VII by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director or Officer of the Corporation existing at the time of such modification.

IN WITNESS WHEREOF, I have hereunto set my hand this 17 day of
June, 1999.

A handwritten signature in dark ink, appearing to read "M. Casanova", is written over a horizontal line.

Michael J. Casanova, incorporator
10331 SW 17 Street,
Miami, Florida 33165

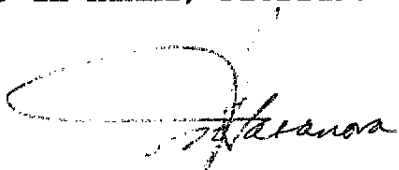
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS ON [NAME] WITHIN THE STATE OF FLORIDA,
DESIGNATING AGENT UPON WHOM PROCESS MAY BE VERIFIED,
AND AGENT'S ACCEPTANCE OF DESIGNATION**

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts:

AMERICAS DENTAL, INC., a corporation organized under the laws of the State of Florida, with its initial principal place of business at 10331 SW 17 STREET, MIAMI, FLORIDA 33165, has named **MICHAEL J. CASANOVA**, 10331 SW 17 STREET, MIAMI, FLORIDA 33165, DADE County, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: Having been designated to accept service of process for the above stated company, at the place designated in this Certificate, the undersigned hereby accepts the designation and agrees to act in this capacity and comply with the provisions of said Acts relative to keeping open said office.

Dated June 17, 1999 in MIAMI, Florida.



Michael J. Casanova
Registered Fla. agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA