

7162 Pembroke Road
Miramar, FL 33023

S15297

Broward (305) 962-2106
24 Hour Answering Service

JOSEPH A. MARONA
Public Accountant



May 22, 1998

Bureau of Corporations
Division of Corporations
PO Box 6327
Tallahassee, FL 32315

400002568544--3
-05/22/98-01146-009
*****35.00 *****35.00

RE: Officer Change
Gentlemen:

We enclose herewith the following items:

- 1) Certificate of Authenticity of Resolution to Change
- 2) Resolution - Articles of Amendment
- 3) Affidavit Amending Officers

Please make the necessary change in the corporation and mail back to:

Joseph A. Marona
7162 Pembroke Road
Miramar, FL 33023

showing certificate showing this has been completed.

Very truly yours,

Joseph A. Marona
Accountant

JAM/gm

Enc.

FILED
98 JUN 22 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

JAM
7/2

Articles of Amendment
of
American Denture Center, Inc.

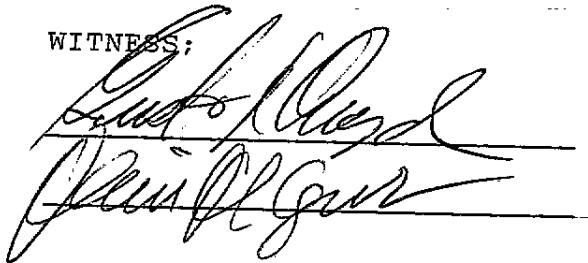
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


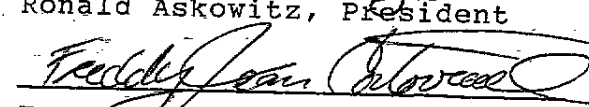
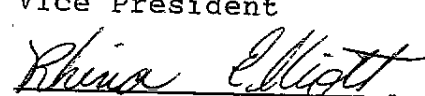
RESOLUTION of American Denture Center, Inc. to change
Officers of said corporation.

COMES NOW the undersigned officers, directors and stockholders of
the Florida Corporation known as American Denture Center, Inc. and
pursuant to 607.1006 Florida Statutes does at a general meeting of the
corporation held on the 22nd day of May, 1998, Resolve to
change the Officers of the corporation to:

Ronald Askowitz, DDS, President	614 NE 8 St, Hallandale, FL 33009
Freddy Jean Cortorreal, Vice President	6290 SW 27 St, Miramar, FL 33023
Rhina Elliott, Secretary/Treasurer	6290 SW 27 St, Miramar, FL 33023

WITNESS:



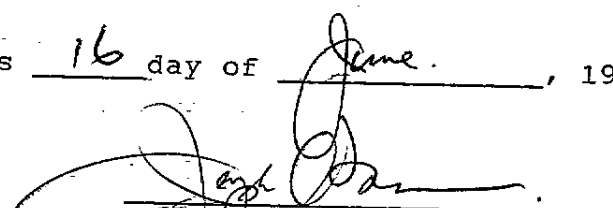

Ronald Askowitz, President

Freddy Jean Cortorreal
Vice President

Rhina Elliott, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF BROWARD

I hereby certify that on this day before me appeared Ronald Askowitz,
Freddy Jean Cortorreal and Rhina Elliott, in their respective
capacities as President, Vice President and Secretary/Treasurer of the
corporatoin known as American Denture Center, Inc. and they acknowledged
that they executed the foregoing instrument for the purposes therein
expressed.

WITNESS my hand and official seal this 16 day of June, 1998.

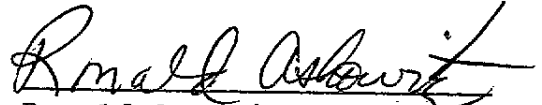
My commission expires:



Notary Public
JOSEPH A. MARONA
COMMISSION # CC740957
EXPIRES MAY 19, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA


Certificate of Authenticity
Of Resolution to Change Officers

COMES NOW, Ronald Askowitz, Freddy Jean Cortorreal and Rhina Elliott of the Florida corporation known as American Denture Center, Inc. and does hereby certify that on the 22nd day of May, 1998, at a general meeting of the Officers, Directors and stockholders of the Florida corporation known as American Denture Center, Inc. that it unanimously resolved that the Officers of the Corporation be changed to Ronald Askowitz, President, Freddy Jean Cortorreal, Vice President, and Rhina Elliott, Secretary/Treasurer, and that the Articles of Incorporation should be amended.

WITNESSES:


Ronald Askowitz, President

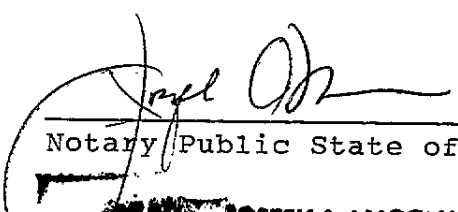

Freddy Jean Cortorreal
Vice President


Rhina Elliott, Secretary.Treas.

STATE OF FLORIDA
COUNTY OF BROWARD

I hereby certify that on this day before me personally appeared Ronald Askowitz, as President, Freddy Jean Cortorreal, as Vice President and Rhina Elliott as Secretary/Tresurer of American Denture Center, Inc. and they acknowledged before that they executed the foregoing instrument for the purposes therein expressed.

WITNESS My hand and official seal on the 16 day of June, 1998.


Notary Public State of Florida



Affidavit Ammending Officers
and/or Directors

STATE OF FLORIDA
County of Broward

I, the undersigned, after being duly sworn, state that to the best of my knowledge information and belief, and under the penalties of perjury, the following is true and correct:

The name of the corporation is:

American Denture Center, Inc.

The current names and addresses of the officers are:

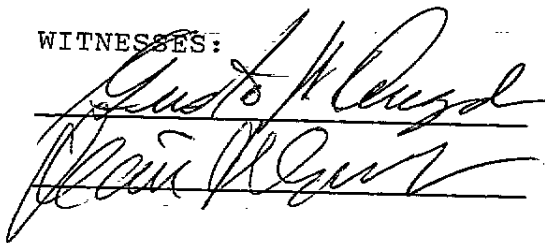
<u>Title</u>	<u>Names</u>	<u>Addresses</u>
President	Ronald Askowitz, DDS	614 NE 8 St, Hallandale, FL 33009
Vice President	Freddy Jean Cortorreal	6290 SW 27 St, Miramar, FL 33023
Secretary/ Treas.	Rhina Elliott	6290 SW 27 St, Miramar, FL 33023

President - No Voting - No Investment - Management Purpose Only

Vice Pres. 50% Shares - Full Investment - Full Voting Rights

Sec/Treas. 50% Shares - Full Investment - Full Voting Rights

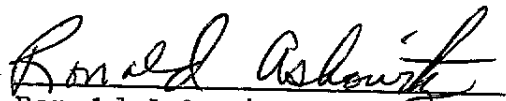
WITNESSES:

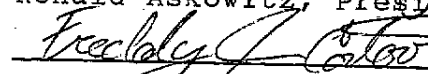


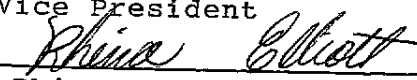
The above listed officers were elected by the members, directors or shareholders in accordance with the provisions of Chapter 617 Florida Statutes of 607 Florida Statutes.

Signature of Officer

Signature of Officer



Ronald Askowitz, President


Freddy Jean Cortorreal
Vice President


Rhina Elliott, Secretary/Treas.

Sworn to and subscribed before me this 16 day of June, 1998.




Notary Public