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Michael G. Adams
Kentucky Secretary of State
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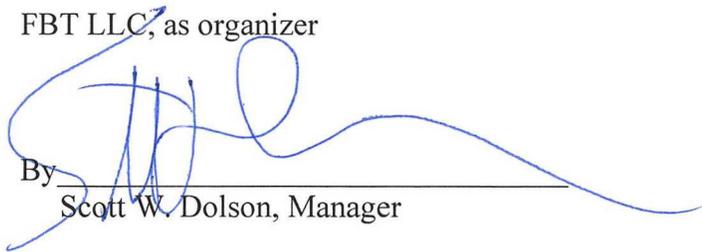
**ARTICLES OF ORGANIZATION
FOR
ELIZABETHTOWN SMILE CENTRES, PLLC**

The undersigned person forms a Kentucky professional limited liability company pursuant to the Kentucky Limited Liability Company Act, KRS Chapter 275, as follows:

1. The name of the professional limited liability company (the "Company") shall be Elizabethtown Smile Centres, PLLC.
2. The street address of the Company's initial registered office shall be 400 West Market Street, 32nd Floor, Louisville, Kentucky 40202-3363. The name of the Company's initial registered agent at that office shall be FBT LLC.
3. The mailing address of the initial principal office of the Company shall be 118 Sears Avenue, Louisville, Kentucky 40207. Attention: Matthew Vierra, DDS.
4. The Company is to be managed by one or more managers.
5. The profession to be practiced through the professional limited liability company is dentistry.
6. The existence of the Company will be perpetual, except as provided in the Company's Operating Agreement.
7. All Members of the Company are bound by the terms of the Company operating agreement.

FBT LLC, as organizer

By

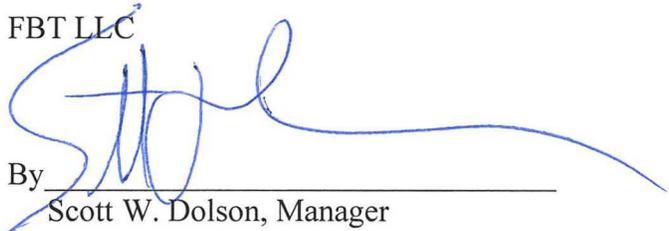


Scott W. Dolson, Manager

**CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
ELIZABETHTOWN SMILE CENTRES, PLLC**

The undersigned hereby consents to serve as the initial registered agent for Elizabethtown Smile Centres, PLLC (the "Company"), as contemplated by the Company's Articles of Organization.

FBT LLC



By _____

Scott W. Dolson, Manager