

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

APRIL 16, 1998

(Date of Report (date of earliest event reported))

ORTHODONTIX, INC.

(Exact name of registrant as specified in its charter)

FLORIDA

0-27836

65-0643773

(State or other juris-
diction of incorporation)-----
(Commission File
Number)-----
(IRS Employer
Identification No.)2222 Ponce de Leon Blvd., Suite 300
Coral Gables, Florida 33134-----
(Address or principal executive offices, zip code)

(305) 446-8661

(Registrant's telephone number, including area code)Embassy Acquisition Corp.
1428 Brickell Avenue, Suite 105
Miami, Florida 33131-----
(Former name or former address, if changed since last report)

ITEM 1. CHANGES IN CONTROL OF REGISTRANT

Not Applicable

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On April 16, 1998, Embassy Acquisition Corp. (the "Registrant") consummated a business combination (the "Business Combination") with Orthodontix, Inc., a Florida corporation ("Orthodontix"), pursuant to an Agreement and Plan of Merger and Reorganization dated October 30, 1997. At the closing of the Business Combination, (i) Orthodontix became a wholly-owned subsidiary of the Registrant in exchange for, among other things, 3,374,637 shares of the Registrant's Common Stock, representing approximately 57.1% of the Registrant's outstanding Common Stock after giving effect to the Business Combination; and (ii) the Registrant changed its

name to "Orthodontix, Inc." The Registrant's Registration Statement on Form S-4, as amended (SEC File No. 333-48677), relating to the Business Combination is incorporated by reference herein.

ITEM 3. BANKRUPTCY OR RECEIVERSHIP

Not Applicable

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not Applicable

ITEM 5. OTHER EVENTS

Not Applicable

ITEM 6. RESIGNATIONS OF REGISTRANT'S DIRECTORS

In connection with the closing of the Business Combination, Craig Brumfield, Ronald M. Stein and Andrew Marshak resigned as directors of the Registrant.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements of business acquired

Financial statements of the business acquired shall be filed for the periods specified in Regulation S-B within the time period specified under Item 7 of Form 8-K.

(b) Pro forma financial information

None

(c) Exhibits

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|------|--|
| 3.1 | Restated Articles of Incorporation of the Registrant |
| 17.1 | Memorandum dated April 16, 1998, from Messrs. Brumfield, Stein and Marshak indicating their resignation from the Board of Directors of Embassy Acquisition Corp. |
| 99.1 | Press Release dated April 17, 1998 |

ITEM 8. CHANGE IN FISCAL YEAR

Not Applicable

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ITEM 9. SALES OF EQUITY SECURITIES PURSUANT TO REGULATION S

Not Applicable

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ORTHODONTIX, INC.
(Registrant)

Dated: April 20, 1998

By: /s/ F.W. MORT GUILFORD

F.W. Mort Guilford, President

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LIST OF EXHIBITS

EXHIBIT	DESCRIPTION
- - - - -	- - - - -
3.1	Restated Articles of Incorporation of the Registrant
17.1	Memorandum dated April 16, 1998, from Messrs. Brumfield, Stein and Marshak indicating their resignation from the Board of Directors of Embassy Acquisition Corp.
99.1	Press Release dated April 17, 1998

RESTATED ARTICLES OF INCORPORATION
OF
EMBASSY ACQUISITION CORP.

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation on this date hereby restates its Articles of Incorporation by deleting therefrom in their entirety Article I through Article XII and by substituting in their place Article I through Article XI below.

ARTICLE I - NAME

The name of the corporation is Orthodontix, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue the following shares of capital stock: (a) 100,000,000 shares of common stock, par value \$.0001 per share (the "Common Stock"); and (b) 100,000,000 shares of preferred stock, par value \$.0001 per share (the "Preferred Stock"). The voting rights, the rights of redemption and other relative rights and preferences of the Preferred Stock shall be established by the Board of Directors.

The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation and the street address of the registered office of this Corporation is:

Berman, Wolfe & Rennert, P.A.
100 S.E. Second Street, 35th Floor
Miami, FL 33131
Attention: Charles J. Rennert, Esq.

ARTICLE V - CORPORATE MAILING ADDRESS

The principal office and mailing address of the Corporation is:

2222 Ponce de Leon, 3rd Floor
Coral Gables, FL 33134

ARTICLE VI - POWERS

The Corporation shall have all of the corporate powers enumerated under Florida law.

ARTICLE VII - DIRECTOR-CONFLICTS OF INTEREST

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VIII - NO ANTI-TAKEOVER LAW GOVERNANCE

The Corporation shall not be governed by Sections 607.0901 or 607.0902 of the Florida Business Corporation Act or any laws related thereto.

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ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE X - FISCAL YEAR

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE XI - DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The foregoing Restated Articles of Incorporation were approved by unanimous written consent of the Board of Directors and by a majority of the stockholders at a special meeting of stockholders. The number of stockholder votes cast were sufficient for approval of the Restated Articles of Incorporation.

The undersigned has executed these Restated Articles of Incorporation this 16th day of April, 1998.

EMBASSY ACQUISITION CORP.

By: /s/ Glenn L. Halpryn

Glenn L. Halpryn, President

M E M O R A N D U M

TO: Glenn L. Halpryn, Chairman of the Board of Directors
FROM: The Undersigned
DATE: April 16, 1998

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The undersigned hereby resign from the Board of Directors of Embassy Acquisition Corp. effective 11:00 a.m. E.S.T. on April 16, 1998.

/s/ Ronald M. Stein

Ronald M. Stein

/s/ Craig A. Brumfield

Craig A. Brumfield

/s/ Andrew H. Marshak

Andrew H. Marshak

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EMBASSY ACQUISITION CORP.
ANNOUNCES CONSUMMATION OF BUSINESS COMBINATION
WITH ORTHODONTIX, INC.

Miami, Florida (April 17, 1998)..... Embassy Acquisition Corp. (OTC: MBCA) announces that it has consummated its previously announced business combination with Orthodontix, Inc. At the closing, Orthodontix became a wholly owned subsidiary corporation of Embassy in exchange for 3,374,637 shares of Common Stock of Embassy representing approximately 57.1% of Embassy's outstanding shares of Common Stock based on an Embassy per share value of \$9.1125, without giving effect to certain stock options granted in connection with the closing.

Orthodontix provides business management services to 27 orthodontic practices operating 41 offices in twelve states, which generate gross revenue of approximately \$16 million annually. Embassy was formed in November 1995 to effect a business combination with a business entity.

Effective at the closing, Embassy changed its name to "Orthodontix, Inc." Embassy Board members, Stephen J. Dresnick, M.D. and Glenn Halpryn will remain with Orthodontix, Inc. as Chairman of the Board and a member of the Board of Directors of Orthodontix, Inc., respectively.

For further information, please contact F.W. Mort Guilford, President of Orthodontix at (305) 446-8661.

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