

F98000001862



ACCOUNT NO. : 072100000032  
REFERENCE : 757281 4311859  
AUTHORIZATION :  
COST LIMIT : \$ 70.00

*Patricia Pizzuti*

ORDER DATE : March 26, 1998  
ORDER TIME : 9:27 AM  
ORDER NO. : 757281-005  
CUSTOMER NO: 4311859  
CUSTOMER: Mr. Glenn Halpern  
Haythe & Curley  
237 Park Ave.  
20th Floor  
New York, NY 10017-3142

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -1 PM 12:13  
*hc*  
*4/1*

FOREIGN FILINGS 500002474955--0

NAME: DENTAL PARTNERS OF FLORIDA,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- \_\_\_\_\_ CERTIFIED COPY
- XX \_\_\_\_\_ PLAIN STAMPED COPY
- \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -1 AM 10:44

Dental Partners, Inc.  
One E. Broward Blvd., Suite 905  
Ft. Lauderdale, Florida 33301

March 26, 1998

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Sir or Madam:

Dental Partners, Inc., a Florida corporation (the "Company"), hereby consents to the use by Dental Partners of Florida, Inc., a Delaware corporation and wholly owned subsidiary of the Company, of its full name in connection with the filing of its Application by Foreign Profit Corporation for Authorization to Transact Business in Florida with the Secretary of State of Florida.

DENTAL PARTNERS, INC.

By: 

Name: Randall P. Stern  
Title: Chairman

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR - 1 PM 12: 13

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. Dental Partners of Florida, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)


4. February 10, 1998 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 1, 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. One E. Broward Blvd., Suite 905  
Ft. Lauderdale, Florida 33301  
(Current mailing address)

8. Provision of administrative and consulting services to dental practices and related activities.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(Zip Code)

10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*  
Corporation Service Company  
By:   
(Registered agent's signature) **VICKI SCHREIBER**  
**ASSISTANT VICE PRESIDENT**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED STATE  
SECRETARY OF  
DIVISION OF  
CORPORATIONS  
98 APR 1 PM 12:13

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Director ~~Chairman~~: Randall P. Stern  
Address: 1325 Avenue of the Americas, 17th Floor, New York, NY 10019

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: Vasant Nanavati  
Address: 1325 Avenue of the Americas, 17th Floor, New York, NY 10019

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

B. OFFICERS (Street address only- P.O. Box NOT acceptable)


President: Randall P. Stern  
Address: 1325 Avenue of the Americas, 17th Floor, New York, NY 10019

Vice President: Sally A. McKenzie, CMC  
Address: One E. Broward Blvd., Suite 905, Ft. Lauderdale, FL 10019

Secretary: Vasant Nanavati  
and Treasurer Address: 1325 Avenue of the Americas, 17th Floor, New York, NY 10019

Treasurer: \_\_\_\_\_  
Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Randall P. Stern, President  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR - 1 PM 12:13

*State of Delaware*  
*Office of the Secretary of State*

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DENTAL PARTNERS OF FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -1 PM 12:13



*Edward J. Freel*

Edward J. Freel, Secretary of State

2857168 8300

981117965

AUTHENTICATION: 8996534

DATE: 03-26-98