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TRANSMITTAL LETTER

February 21, 1997

From: David A. Willens, Esq.
3901 South Ocean Drive, Apt. 16U
Hollywood, FL 33019

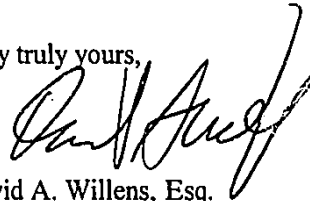
To: Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399
(904) 487-6052

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Re: DentCor, Inc.

Enclosed please find an original and ^{three} ~~two~~ (3) copies of the Articles of Incorporation of the above referenced corporation. Please file the Articles of Incorporation and provide a Certified Copy and Certificate to the address of the undersigned indicated above. Also enclosed is a check for \$131.25, constituting the fees for filing, the Certified Copy of the Articles and the Certificate.

Very truly yours,



David A. Willens, Esq.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
3-3-97

ARTICLES OF INCORPORATION

OF

DENTCOR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, who is a natural person competent to contract, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation and forms a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of the corporation is DentCor, Inc.

ARTICLE II

Nature of Business and Powers

The corporation is being organized to engage in any and all lawful businesses. The corporation shall have the power to do all things necessary or convenient to carry out its business and affairs.

ARTICLE III

Principal Office and Mailing Address

The initial principal place of business and mailing address for the corporation is 1621 Caribbean Drive, Sarasota Florida 34231.

ARTICLE IV

Capital Stock

(a) Authorized Shares. The Corporation is authorized to issue the following shares of its capital stock:

(i) Two Hundred Thousand (200,000) shares of Class A Common Stock, no par value (the "Class A Common");

(ii) One Million (1,000,000) shares of Class B Common Stock, no par value (the "Class B Common"); and

(iii) One Hundred Thousand (100,000) shares of Preferred Stock, no par value (the "Preferred Stock").

The Class A Common and the Class B Common are hereafter collectively referred to as the "Common Stock." All stock, when issued, shall be fully paid and non-assessable.

(b) Common Stock. Except as otherwise provided in this Section (b) or as otherwise required by applicable law, all shares of Class A Common and Class B Common shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

(i) Voting Rights. Except as otherwise required by applicable law or pursuant to the unanimous written agreement of all holders of Class A Common, the holders of Class A Common shall be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders, and the holders of Class B Common shall have no right to vote on any matters to be voted on by the Corporation's stockholders.

(ii) Dividends. Except as otherwise required by applicable law, as and when dividends or distributions are declared or paid on the Common Stock, whether in cash, property or securities of the Corporation, the holders of Class A Common shall be entitled to participate in such dividends ratably on a per share basis, and the holders of Class B Common shall have no right to participate in any dividends or distributions declared or paid on the Common Stock.

(iii) Liquidation. In the event any distributions are made to the holders of the Common Stock upon any liquidation, dissolution or winding up of the Corporation, the holders of the Class A Common and, after giving effect to the conversion of all outstanding shares of Class B Common to Class A Common pursuant to Section (iv) below, the holders of Class B Common shall be entitled to participate in all such distributions ratably on a per share basis.

(iv) Conversion of Class B Common to Class A Common.

(A) Effective upon the occurrence of any Conversion Event (as defined below) without any action being required by any holder of Class B Common or the Corporation, each outstanding share of Class B Common shall automatically be converted by the Corporation into One One Hundredth (1/100th) of a share of Class A Common. Unless otherwise provided in connection with a Conversion Event, upon the occurrence of a Conversion Event the rights of each holder of converted Class B Common as a holder of such shares shall cease and such holder shall thereupon be deemed to have become the holder of record of the Class A Common issued upon such conversion and represented by the certificate(s) evidencing the Class B Common.

(B) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common, solely for the purpose of issuance upon the conversion of the Class B Common, such number of shares of Class A Common issuable upon the conversion of all issued Class B Common. All shares of Class A Common which are so issuable shall, when issued, be duly and validly issued, fully paid

and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be necessary to assure that all such shares of Class A Common may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which shares of Class A Common may be listed (except for official notice of issuance which will be immediately transmitted by the Corporation upon issuance).

(C) The Corporation shall not close its books against the transfer of Class B Common or Class A Common issued or issuable upon conversion of Class B Common in any manner which would interfere with the timely conversion of Class B Common.

(D) If the Corporation in any manner subdivides (including, without limitation, by stock split or stock dividend) or combines the outstanding shares of one class of Common Stock, the Corporation shall cause the outstanding shares of the other class(es) of Common Stock to be proportionately subdivided or combined in a similar manner or the ratio pursuant to which shares of Class B Common shall be converted to shares of Class A Common upon the occurrence of a Conversion Event as set forth in paragraph (iv)(A) above to be proportionately adjusted, in each case as determined by the Corporation's board of directors.

(E) In the event of a reclassification, capital reorganization or other change of the outstanding shares of Class A Common of the Corporation (other than a change in par value or any of the events or changes covered by paragraph (iv)(D) above) or any consolidation or merger of the Corporation with or into another corporation (other than a consolidation or merger which constitutes a Conversion Event, a consolidation or merger with a subsidiary in which the Corporation is the continuing corporation, or any other consolidation or merger which does not result in any reclassification, capital reorganization or other change of the outstanding shares of Class A Common) (each, a "Change"), the Corporation shall cause effective provision to be made so that the holders of shares of Class B Common shall thereafter, upon any conversion of the Class B Common to Class A Common pursuant to paragraph (iv)(A) above, receive the kind and amount of shares of stock and other securities and property received by holders of Class A Common upon the occurrence of such Change that the holders of shares of Class B Common would have received if such conversion occurred immediately prior to such Change. The foregoing provisions of this paragraph (iv)(E) shall similarly apply to any successive reclassifications, capital reorganizations or other changes of shares of the Common Stock and to successive consolidations and mergers which are covered pursuant thereto.

(F) For purposes of this paragraph (iv), the term "Conversion Event" means (1) the closing of the sale of the Corporation's Common Stock offered and sold pursuant to a registration statement filed under the Securities Act of 1933, as amended, (2) a sale of all or substantially all of the outstanding capital stock of the Corporation, whether by sale, merger, recapitalization, reorganization, consolidation, combination or otherwise, in a single transaction or series of related transactions, to one person or a group of persons (within the

meaning of the Securities Exchange Act of 1934, as amended (the "1934 Act")) who or which did not own any securities of the Corporation prior to the occurrence of such sale or (3) the commencement of any liquidation, dissolution or winding up of the Corporation; and the term "person" shall include any natural person and any corporation, partnership, joint venture, trust, unincorporated organization and any other entity or organization.

(G) Transfer of Stock Restricted. No shares of Class B Common may be, directly or indirectly, sold, assigned, transferred, conveyed, pledged or in any way encumbered or disposed of, other than by will or the laws of descent and distribution. Any transfer, encumbrance or disposition which is inconsistent with or contrary to the terms of this paragraph (G) shall be void and of no force or effect. Any shares of Class B Common transferred in accordance with the foregoing restrictions shall continue to be fully subject to the terms of this Agreement in the same manner as if such shares continue to be owned by such transferring stockholder. No shares of Class A Common may be, directly or indirectly, sold, assigned, transferred, conveyed, pledged or in any way encumbered or disposed of, other than by will or the laws of descent and distribution, unless all of the holders of Class A Common unanimously agree in writing.

(c) Preferred Stock.

The Preferred Stock shall be issued from time to time in one or more series of such number of shares with such distinctive serial designations and (i) may have such voting powers, full or limited, or may be without voting powers; (ii) may be subject to redemption at such time or times and at such prices; (iii) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions, and at such times and payable in preferences to, or in such relation to, the dividends payable on any other class or classes of or series of shares; (iv) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (v) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or of any other class or classes of shares of the Corporation, at such price or prices or at such rates of exchange, and with such adjustments; and (vi) may have such other relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, all as shall hereafter be stated and expressed in the resolution or resolutions providing for the issue of each such series of Preferred Stock from time to time adopted by the Corporation's board of directors pursuant to authority so to do which is hereby expressly vested in the Corporation's board of directors.

ARTICLE V
Preemptive Rights

Each holder of Class A Common shall have full preemptive rights to acquire his or her proportionate number of any unissued or treasury shares of the corporation or any other securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation. The holders of Class B Common or any Preferred Stock shall not have any preemptive right to acquire any shares of the Corporation.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1621 Caribbean Drive, Sarasota, Florida 34231. The name of its initial registered agent at such address is Jared W. Woolf, D.D.S.

ARTICLE VII
Incorporators

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
David A. Willens, Esq.	3901 S. Ocean Drive, Apt. 16U, Hollywood, Florida 33019

ARTICLE VIII
Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time pursuant to the bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial directors of the corporation, who shall serve until their respective successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
David A. Willens, Esq.	3901 S. Ocean Drive, Apt. 16U, Hollywood, Florida 33019
Jared W. Woolf, D.D.S.	1621 Caribbean Drive, Sarasota, Florida 34231

ARTICLE IX
Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X
Indemnification

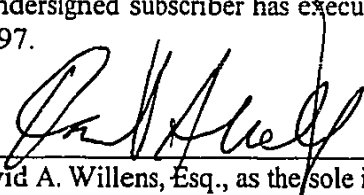
To the fullest extent permitted by applicable law as the same exists or may hereafter be amended, a director or officer or former director or officer of this Corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. The Corporation shall fully indemnify every director and officer of the Corporation and every former director and officer of the Corporation to the fullest extent

permitted by applicable law. Any repeal or modification of this ARTICLE X shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE XI
Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed herein or provided by applicable law, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on this 21st day of February, 1997.



David A. Willens, Esq., as the sole incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

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The corporation indicated below, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

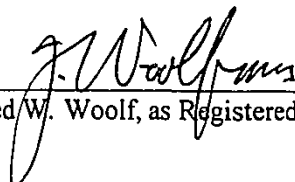
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is DentCor, Inc.
2. The name and address of the registered agent and office is:

Jared W. Woolf
1621 Caribbean Drive, Sarasota, FL 34321

3. Having been named as registered agent, I hereby agree, as Registered Agent, to accept Service of Process for the above stated corporation at the place designated in this certificate and I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

February 21, 1997
Date



Jared W. Woolf, as Registered Agent