

LAW OFFICE OF
CRAIG A. JASLOW
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February 24, 1997

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Florida Department
of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: InnovaDent, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for InnovaDent, Inc. I have enclosed a check in the amount of \$70.00 for the filing.

Also enclosed is a second original of the Articles of Incorporation. Please stamp and return the second original to me.

Thank you and please do not hesitate to call if you have any questions.

Sincerely,



Craig A. Jaslow

Enc.
CAJ:lj

FILED
DIVISION OF CORPORATIONS
97 MAR 10 PM 1:08

CAJ 3/14/97

ARTICLES OF INCORPORATION

OF

INNOVADENT, INC.

FILED
SECRETARY OF STATE
CORPORATIONS

97 MAR 10 PM 1:08

The undersigned, desiring to form a corporation pursuant to the laws of the State of Florida, hereby makes and files with the Department of State these Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is InnovaDent, Inc.

ARTICLE II DURATION

The period of existence of this corporation is perpetual.

ARTICLE III PURPOSE

The purpose for which this corporation is formed is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV POWERS

This corporation shall have the power to carry out any and all of its purposes, and said powers shall include, but not be limited to, the powers granted under the laws of the State of Florida.

ARTICLE V CAPITAL STOCK

The total authorized capital stock of this corporation is one thousand (1000) shares of common stock with a par value of one cent (\$0.01).

ARTICLE VI PRINCIPAL OFFICE

The location of the corporation's principal office is 7817 National Service Rd., Suite 508, Greensboro, North Carolina 27409.

ARTICLE VII INITIAL REGISTERED AGENT

The address and name of the corporation's initial registered agent upon whom process against this corporation may be served is: Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one director, who shall not be required to be a shareholder. The name and address of the people serving as initial Directors are:

David Landry	7817 National Service Rd. Suite 508 Greensboro, North Carolina 27409
Floyd M. Gibson	P.O. Box 534 Wrightsville Beach, NC 28482
David W. Kelton	2600 N.E. 16th Street, Suite W Ft. Lauderdale, FL 33304

ARTICLE IX
INITIAL OFFICERS

The initial officers of the corporation shall be:

President	Floyd M. Gibson
Vice President and Secretary	David Kelton
Vice President and Treasurer	David Landry

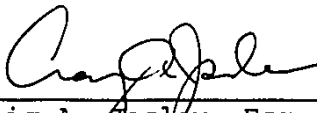
ARTICLE X
INCORPORATOR

The name and address of the Incorporator is: Craig A. Jaslow, Esq., 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172.

ARTICLE XI
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of February, 1997.



Craig A. Jaslow, Esq.
Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

InnovaDent, Inc.

FILED
STATE
CORPORATIONS

97 FEB 10 5 11:03

WITNESSETH

That InnovaDent, Inc., desiring to organize under the laws of the State of Florida, and having its principal office at 7817 National Service Rd., Suite 508, Greensboro, North Carolina 27409, has named Craig A. Jaslow, Esq., whose address is 9351 Fontainebleau Blvd., Suite B-307, Miami, Florida 33172, as its registered agent/office to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the corporation, and agree to comply with the applicable provisions of Florida law.

Dated this 24th day of February, 1997.



Craig A. Jaslow, Esq.
Registered Agent