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Tallahassee, FL 32301
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Corporation(s) Name

On The Alliance News Image, Inc

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<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC		
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

1. OrthAlliance New Image, 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. 95-4780308
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 24, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 21535 Hawthorne Blvd., Suite 200, Torrance, CA 90503
(Current mailing address)

8. To provide consulting and business services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

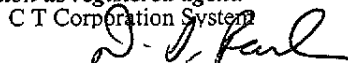
Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System



(Registered agent's signature)

D.I. FARBER, Asst. Secretary

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.

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

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

Chairman: Sam Westover

Address: 21535 Hawthorne Blvd., Suite 200, Torrance, CA 90503

Vice Chairman: Paul H. Hayase

Address: 21535 Hawthorne Blvd., Suite 200, Torrance, CA 90503

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Sam Westover

Address: 21535 Hawthorne Blvd., Suite 200, Torrance, CA 90503

Vice President: Paul H. Hayase

Address: 21535 Hawthorne Blvd., Suite 200, Torrance, CA 90503

Secretary: Paul H. Hayase

Address: 21535 Hawthorne Blvd., Suite 200, Torrance, CA 90503

Treasurer: James C. Wilson

Address: 21535 Hawthorne Blvd., Suite 200, Torrance, CA 90503

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

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

14. Paul H. Hayase, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State


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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORTHALLIANCE NEW IMAGE, 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 FOURTH DAY OF FEBRUARY, A.D. 2000.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

0237687

DATE:

02-04-00