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(Business Entity Name)

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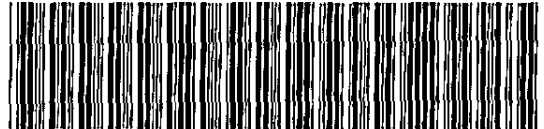
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11 Hanover Square, 19th Floor  
New York, NY 10005  
Tel. 212-509-5050  
Fax 212-509-9559

WUERSCH & GERING LLP  
ATTORNEYS AT LAW

February 28, 2005

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

**RE: Application by Foreign Corporation for Authorization  
VOCO AMERICA INC.**

Dear Sir/Madam:

Attached please find a signed copy of an Application by a Foreign Corporation for Authorization to transact business in Florida for VOCO America Inc.

If you have any questions, please feel free to contact me.

Sincerely,



Michael D. Gershon

Encl.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 15, 2005

MARCUS A. ERNST  
11 HANOVER SQUARE, 19TH FLOOR  
NEW YORK, NY 10005

SUBJECT: VOCO AMERICA INC.  
Ref. Number: W05000008005

We have received your document for VOCO AMERICA INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick  
Document Specialist

Letter Number: 105A00010670

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## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VOCO AMERICA INC.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MARCUS A. ERNST

(Name of Person)

Wuersch & Gering LLP

(Firm/Company)

11 HANOVER SQUARE, 19th Floor

(Address)

NEW YORK, NY 10005

(City/State and Zip code)

For further information concerning this matter, please call:

MARCUS A. ERNST

(Name of Person)

at ( 212 ) 509 5050

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. VOCO AMERICA INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 20-1770126

(FEI number, if applicable)

4. AUGUST 20, 2004

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 2005

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11 HANOVER SQUARE, NEW YORK, NY 10005

(Principal office address)

(Current mailing address)

8. MARKETING OF DENTAL MATERIALS

(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 NOT acceptable)

Name: DAVID T. VOLK

Office Address: 288 WEST MICHIGAN AVE.

LAKE HELEN

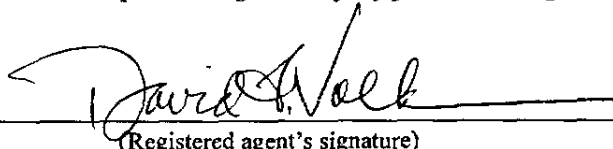
(City)

, Florida

(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.*

  
(Registered agent's signature)

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 business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: \_\_\_\_\_

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

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

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

Director: Olaf Sauerbier

Address: ANTON-FLETTNER-STRASSE 1-3, 27457 CUXHAVEN, GERMANY

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

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

**B. OFFICERS**

President: LEIF EBERT

Address: 48-30 40th Street, 7 F, Sunnyside, NY 11104

Vice President: \_\_\_\_\_

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

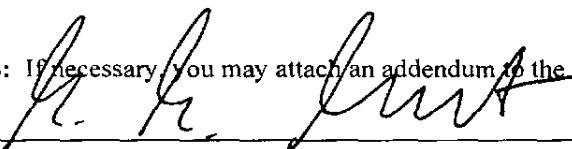
Secretary: MARCUS A. ERNST

Address: 11 HANOVER SQUARE, NEW YORK, NY 10005

Treasurer: OLAF SAUERBIER

Address: ANTON-FLETTNER-STRASSE 1-3, 27457 CUXHAVEN, GERMANY

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. MARCUS A. ERNST, SECRETARY  
(Typed or printed name and capacity of person signing application)

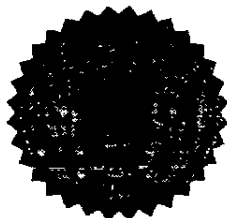
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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VOCO AMERICA 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-THIRD DAY OF DECEMBER, A.D. 2004.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3574269

3845039 8300

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DATE: 12-23-04