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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

200002420132--7
-02/03/98--01078--001
*****70.00 *****70.00

SUBJECT: CORNERSTONE Acquisition Corporation
(Name of corporation - must include suffix)

200002420132--7
-02/03/98--01078--002
*****8.75 *****8.75

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:

Gordon O. Jespersen, Esq.
(Name of Person)
Haskell Slaughter & Young, L.L.C.
(Firm/Company)
1200 AmSouth/Harbert Plaza, 1901 Sixth Avenue North
(Address)
Birmingham, Alabama 35203
(City/State/Zip)

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DIVISION OF CORPORATIONS
98 FEB -3 PM 3:50

Should you need to call someone concerning this matter, please call:

Gordon O. Jespersen, Esq.
(Name of Person)

at (205) 254-1421
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

LAW OFFICES

HASKELL SLAUGHTER & YOUNG, L.L.C.

1200 AMSOUTH/HARBERT PLAZA
1901 SIXTH AVENUE NORTH
BIRMINGHAM, ALABAMA 35203-2618
FACSIMILE (205) 324-1133
TELEPHONE (205) 251-1000

MONTGOMERY OFFICE
305 SOUTH LAWRENCE STREET
MONTGOMERY, ALABAMA 36104
MONTGOMERY MAILING ADDRESS
POST OFFICE BOX 4660
MONTGOMERY, ALABAMA 36103-4660
FACSIMILE (334) 264-7945
TELEPHONE (334) 265-8573

WRITER'S DIRECT LINE: (205) 254-1421

PLEASE REPLY TO: BIRMINGHAM

February 2, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **CORNERSTONE Acquisition Corporation**
Our File No.: 11524-007

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Dear Sir or Madam:

Enclosed please find one (1) executed original and one (1) copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for CORNERSTONE Acquisition Corporation, along with a Certificate of Good Standing from the Delaware Secretary of State and the requisite filing fee of \$70.00, made payable to the Florida Department of State. We respectfully request this application be processed at your earliest convenience.

We also request a Certificate of Good Standing from the State of Florida for CORNERSTONE Acquisition Corporation. A second check in the amount of \$8.75 is enclosed to cover the fee required for the certificate.

If you have any questions or require additional information, please feel free to contact me at the above number. Thank you in advance for your assistance.

Sincerely yours,



Gordon O. Jespersion

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Enclosures

cc: Mr. Doyle H. Stewart, Jr. (w/enc.)
Ms. Ellen Y. Chung (w/out enc.)

**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. CORNERSTONE Acquisition Corporation

(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

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

3. 63-1186845

(FEI number, if applicable)

4. October 3, 1997

(Date of Incorporation)

5. Perpetual

(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. 100 Riverpoint Corporate Center, Suite 230

Birmingham, Alabama 35243

(Current mailing address)

8. Dental Practice Management

(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: CT Corporation System

Office Address: 1200 S. 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.

Dale W. Morris

Dale W. Morris

(Registered agent's signature)

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.

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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)

Chairman: Kenneth M. Preston

Address: 100 Riverpoint Corporate Center, Suite 230
Birmingham, Alabama 35243

~~Vice Chairman~~ DIRECTOR: Doyle H. Stewart, Jr.

Address: 100 Riverpoint Corporate Center, Suite 230
Birmingham, Alabama 35243

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Kenneth M. Preston

Address: 100 Riverpoint Corporate Center, Suite 230
Birmingham, Alabama 35243

Vice President: Doyle H. Stewart, Jr.

Address: 100 Riverpoint Corporate Center, Suite 230
Birmingham, Alabama 35243

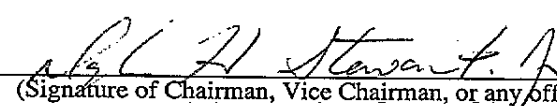
Secretary: Keith Preston

Address: 100 Riverpoint Corporate Center, Suite 230
Birmingham, Alabama 35243

Treasurer: Doyle H. Stewart, Jr.

Address: 100 Riverpoint Corporate Center, Suite 230
Birmingham, Alabama 35243

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. Doyle H. Stewart, Jr. - Vice President and Treasurer
(Typed or printed name and capacity of person signing application)

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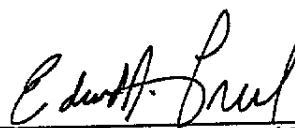
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORNERSTONE ACQUISITION CORPORATION" 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-SEVENTH DAY OF JANUARY, A.D. 1998.

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Edward J. Freel, Secretary of State

AUTHENTICATION:

8887705

DATE:

01-27-98

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