



F98000001223

ACCOUNT NO. : 072100000032

REFERENCE : 718897 7145758

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 1220.00

ORDER DATE : February 25, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 718897-025

CUSTOMER NO: 7145758

CUSTOMER: Mr. Gary Magnotti
Ney Dental Inc.
1280 Blue Hills Avenue
Bloomfield, CT 06002

70002445237--0

FOREIGN FILINGS

NAME: NEY DENTAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 3 PM 3:45

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 3, 1998

CSC

SUBJECT: NEY DENTAL, INC.
Ref. Number: W98000004653

RESUBMIT
Please give original
submission date as file date

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 498A00011650

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DIVISION OF CORPORATIONS
98 MAR -3 PM 3:45
98 MAR -3 PM 3:25
RECEIVED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Ney Dental, 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. 06-1496931
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 7, 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. November 3, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1280 Blue Hills Ave.
Bloomfield, CT 06002-1374
(Current mailing address)
8. Transaction of all lawful business.
(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 acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Guema M. Howarth
(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 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: Andrew J. Burke
 Degussa Corporation
 Address: 65 Challenger Road
 Ridgefield, NJ 07660

Vice Chairman: Karl J. Schmidt
 Degussa Corporation
 Address: 65 Challenger Road
 Ridgefield, NJ 07660

Director: Gerd Schulte
 Degussa Corporation
 Address: 65 Challenger Road
 Ridgefield, NJ 07660

Director: Henry George Wolfe
 Ney Dental Incorporated
 Address: 1280 Blue Hills Ave
 Bloomfield, CT 06002-1374

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

President: Henry George Wolfe
 Address: Ney Dental Incorporated
 1280 Blue Hills Ave
 Bloomfield, CT 06002

Vice President: Holger Meinicke
 Degussa Corporation
 Address: 65 Challenger Rd
 Ridgefield, NJ 07660

Vernon Goodwalt
 Ney Dental Incorporated
 1280 Blue Hills Ave
 Bloomfield, CT 06002

Secretary: Charles Yenker
 Ney Dental Incorporated
 Address: 1280 Blue Hills Ave
 Bloomfield, CT 06002

Treasurer: Gary J. Magnotti
 Ney Dental Incorporated
 Address: 1280 Blue Hills Ave
 Bloomfield, CT 06002

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

13. Henry G. Wolfe, Jr.
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Henry G. Wolfe, Jr.
 (Typed or printed name and capacity of person signing application)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 MAR -3 PM 3:46

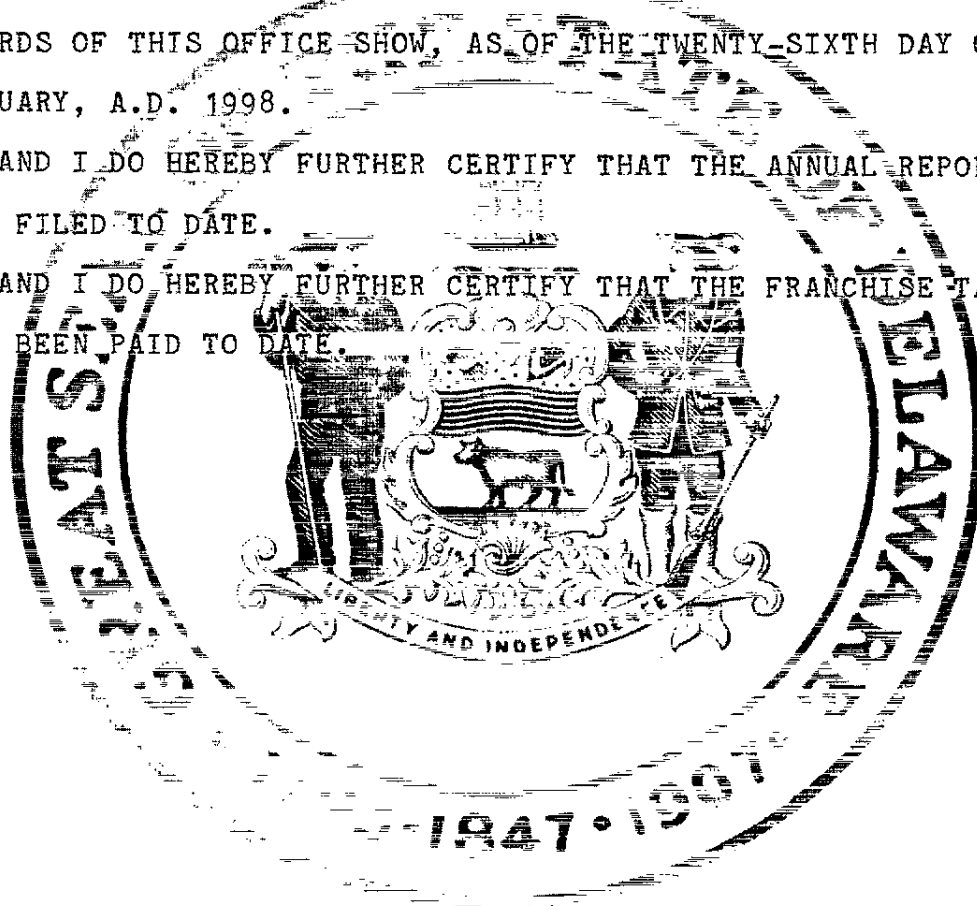
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEY DENTAL, 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-SIXTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 3 PM 3:46



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8942053

DATE: 02-26-98