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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: GOLDSMITH + SHENKER DENTAL LABORATORY, 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:

Jesse Goldsmith

(Name of Person)

GOLDSMITH + SHENKER DENTAL LABORATORY, INC.

(Firm/Company)

207 SOUTHEAST 23 AVENUE

(Address)

BOYNTON BEACH FL 33435

(City/State/Zip)

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

JESSE GOLDSMITH

(Name of Person)

at (561) 736-3710

(Area Code & Daytime Telephone Number)

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-09/22/98-01003-010

*****70.00 *****70.00

COURIER ADDRESS:

Qualification/Tax Lien Section
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

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TALLAHASSEE, FLORIDA

AD 9/22/98

GOLDSMITH & SHENKER
DENTAL LABORATORY, INC.
207 SOUTHEAST 23RD AVENUE
BOYNTON BEACH, FL 33435
561-736-3710
561-736-3717 fax

Susan Payne
Division of Corporations
Amendment Section
Tallahassee, FL

Dear Susan,

This letter is to state that I, being sole owner and officer of both Florida and New York corporations named Goldsmith & Shenker Dental Laboratory, Inc.,
Will not revoke the dissolution of Florida corporation, Goldsmith & Shenker Dental Laboratory, Inc..
I hereby release this name to the New York corporation named Goldsmith & Shenker Dental Laboratory, Inc. for its sole use in the State of Florida.

Thank you

Jesse Goldsmith, President

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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. GOLDSMITH & SHENKER DENTAL LABORATORY, 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. New York 3. 13-3269170
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/2/85 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 10/1/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 207 S.E. 23 AVENUE
BOYNTON BEACH FL 33435
(Current mailing address)

8. MAKING DENTURES (DENTAL PROSTHETIC DEVICES)
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

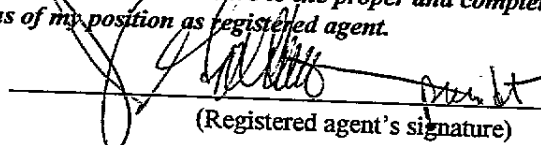
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Jesse GOLDSMITH

Office Address: 207 SE 23 AVENUE
BOYNTON BEACH, Florida, 33435
(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.

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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: Jesse Goldsmith president

Address: 1606 Asbury Way
Boynton Beach FL 33426

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jesse Goldsmith

Address: 1606 Asbury Way
Boynton Beach FL 33426

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jesse Goldsmith president

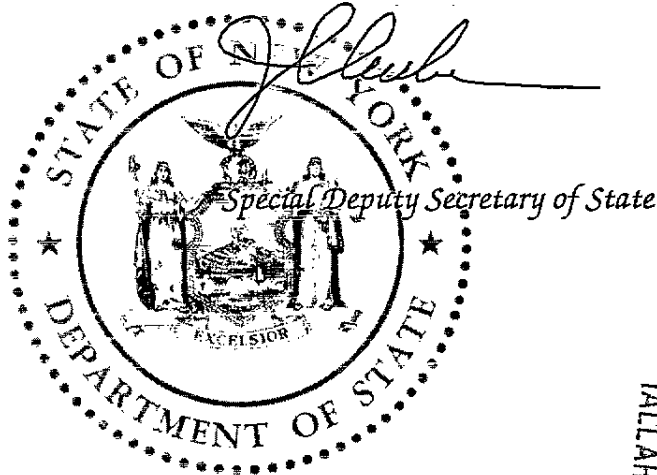
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of GOLDSMITH & SHENKER DENTAL LABORATORY, INC. was filed on 05/02/1985, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of September
one thousand nine hundred and
ninety-eight.*



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