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ACCOUNT NO. : 072100000032

REFERENCE : 245775 9539A

AUTHORIZATION :

COST LIMIT : \$ 337.50

Patricia. P. Pate

ORDER DATE : February 3, 1997

ORDER TIME : 10:14 AM

ORDER NO. : 245775-005

CUSTOMER NO: 9539A

CUSTOMER: Ms. Maryann S. Peterson
HARRIS KUKEY & HELGESON

000002075630--0

Prosperity Garden, Suite 201
11380 Prosperity Farms Road
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: PALM BEACH DENTAL SUPPLIES,
L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA

97 FEB -3 PM 3:05

FILED

RECEIVED
96 FEB -3 AM 11:30
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

162
2-3-97

ARTICLES OF ORGANIZATION OF PALM BEACH DENTAL SUPPLIES, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be Palm Beach Dental Supplies, L.C., and its principal office shall be located at 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, Florida, 33410 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

This limited liability company shall be managed by one or more managers. The name and address of the person who shall serve until the first annual meeting of members or until

successor(s) are elected and qualified is as follows: Dr. Elmar Spaeth, Adalbert-Stifter-Str. 17a, 63452, Hanau, Germany.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$2,000.00 cash shall be paid to the limited liability company by the members as follows:

♦	Dr. Elmar Spaeth	\$1400.00	70%
♦	Annette Hoos Spaeth	\$200.00	10%
♦	Sandra Spaeth	\$200.00	10%
♦	Laura Spaeth	\$200.00	10%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits in accordance with their respective capital contributions as set forth above. The distributive share of the profits shall be determined and

paid to the members on or before of December 31 of each year, unless the members by majority vote (one vote being given for each dollar of capital contributed) select another date.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members pro rata in accordance with their respective capital contributions as set forth above.

ARTICLE VIII

DURATION

This limited liability company shall exist until December 31, 2050, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 11380 Prosperity Farms Road, Suite 217, Palm Beach Gardens, Florida, 33410, and the name of the company's initial registered agent at that address is Dieter A. Thiemann.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Palm Beach Dental Supplies, L. C.

Executed by the undersigned at Nassau on the 28 day of January, 1997.

Dr. Elmar Spaeth

Annette Hoes Spaeth

Sandra Spaeth
Sandra Spaeth

Laura Spaeth
Laura Spaeth

Statement Designating Registered Agent and Office

State of Florida
County of Palm Beach

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97 FEB -3 PM 3:05
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the registered agent for Palm Beach Dental Supplies, L.C. is Dieter A. Thiemann and the street address of the company's principal office where the agent is located is 11130 Prosperity Farms Road, Suite 217, Palm Beach Gardens, FL. 33410

2. This statement is to acknowledge that the limited liability company indicated above has appointed me, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Further your Affiant sayeth naught.

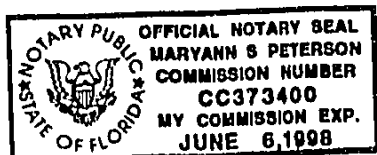


Signature
Dieter A. Thiemann
Print name

Sworn to and subscribed before me this 30 day of January 1997 by DIETER A. THIEMANN who is personally known to me or produced as identification and did take an oath.

 Signature
MARYANN S. PETERSON Print name

Notary Public
State of Florida at Large
My commission expires:



Affidavit of Membership and Contributions

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TALLAHASSEE, FLORIDA

**State of Florida
County of Palm Beach**

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of Palm Beach Dental Supplies, L.C. (Affiant) deposes and says:

1. Affiant is over the age of 18 and has personal knowledge of the facts set forth herein
2. The limited liability company identified above has at least two members.
3. The total amount of cash contributed by the members is \$2,000.00.
4. If any, the agreed value of property other than cash contributed by the members is \$0.00.
5. The total amount of cash or property anticipated to be contributed by the members is \$2,000.00. This total includes the amounts from 3 and 4 above.

Further your Affiant sayeth naught.

Dieter A. Thiemann
Signature
DIETER A. THIEMANN
Print name

Sworn to and subscribed before me this 31 day of Jan., 1997 by Dieter A. Thiemann who is personally known to me or produced N/A as identification and did take an oath.

Lisa Tantillo Signature
Print name
Notary Public for the State of Florida
My Commission Expires: December 27, 1999
Bonded Thru Notary Public Underwriters
LISA TANTILLO
COMMISSION # CC 621375