

m98000000660

LATHROP & GAGE L.C.

SUITE 2500
2345 GRAND BOULEVARD
KANSAS CITY, MISSOURI 64108-2684
816-292-2000, FAX 816-292-2001

KATHERINE ANDERSON
(816) 460-5849
EMAIL: KANDERSON@LATHROPGAGE.COM

May 21, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 10:55

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

Re: Dental Health Alliance, L.L.C.

50000253578
-05/26/98-01134-002
***285.00 ***285.00

Dear Sir/Madam:

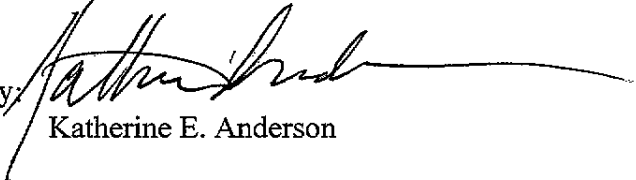
Enclosed please find a duplicate submission of the Application for Registration of a Foreign Limited Liability Company for Dental Health Alliance, L.L.C., an original Certificate of Good Standing, certificate of designation of registered agent, and a check in the amount of \$285.00 for the associated filing fees.

Please file the same and return the acknowledgment copy to the attention of Ms. Bonnie Anderson in the envelope provided. If you have any questions, please call me at (816) 460-5849.

Thank you for your assistance in this matter.

Sincerely,

LATHROP & GAGE L.C.

By: 
Katherine E. Anderson

Paralegal

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater	<i>MAH</i>
Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
W. P. Verifier	<i>MAH</i>

m98-660

KEA/als
Enclosures

567701.6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

KATHERINE E. ANDERSON
2345 GRAND BOULEVARD, SUITE 2500
KANSAS CITY, MO 64108-2684

SUBJECT: DENTAL HEALTH ALLIANCE, LLC
Ref. Number: W98000012050

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DIVISION OF CORPORATIONS
98 JUN 22 AM 10:55

We have received your document for DENTAL HEALTH ALLIANCE, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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) 487-6967.

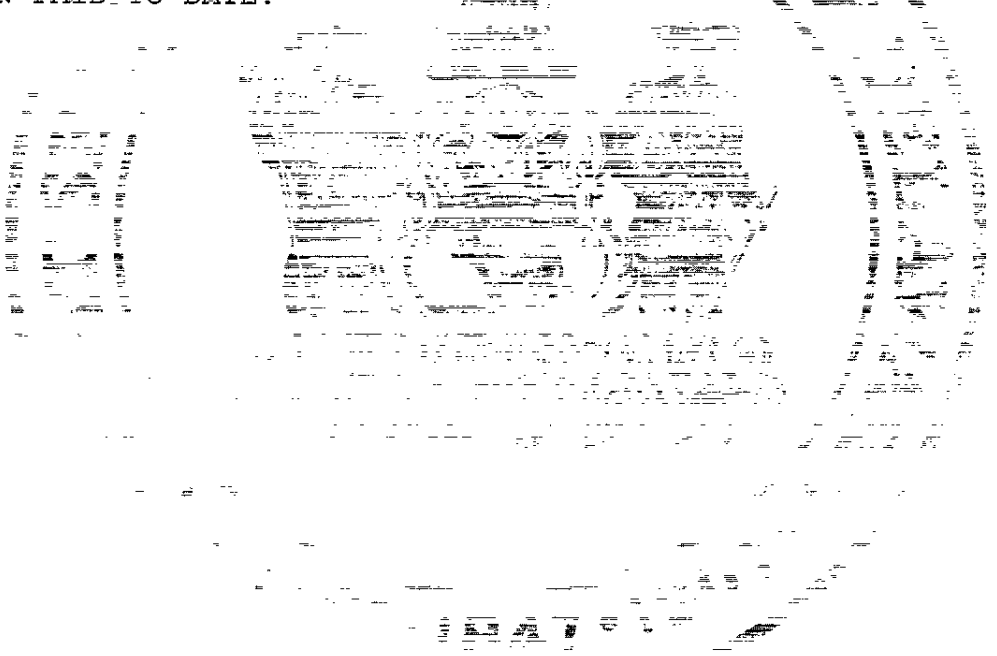
Michelle Hodges
Document Specialist

Letter Number: 698A00029703

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DENTAL HEALTH ALLIANCE, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF MARCH, A.D. 1998.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 AM 10:55



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2503446 8300

DATE:

8976615

981102457

03-18-98

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Dental Health Alliance, LLC

2. The name and address of the registered agent and office are:

CT Corporation System

(Name)

c/o CT Corporation System, 1200 Pine Island Road

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(City/State/Zip)

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DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 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.

(See attached)

(Signature)

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

ACCEPTANCE OF APPOINTMENT

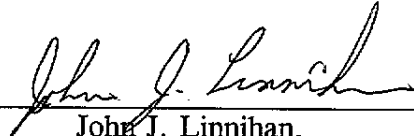
RE: DENTAL HEALTH ALLIANCE, L.L.C.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: January 25, 1998

C T CORPORATION SYSTEM

By



John J. Linnihan,
Assistant Vice President

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Dental Health Alliance, LLC deposes and says:

- 1) the above named limited liability company has at least two members

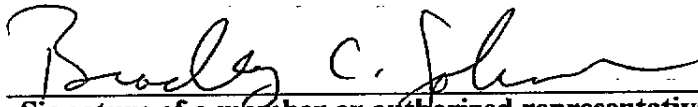
- 2) the total amount of cash contributed by the member(s) is \$ 500,000

- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.

- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 500,000
This total includes amounts from 2 and 3 above.

- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 500,000

Fortis Benefits Insurance Co.

By: 
Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$250.00 for Application and Affidavit

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98 JUN 22 AM 10:55**