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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 2, 2000

PO00000057626

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Applied Dental Products, Inc.
Articles of Incorporation and Initial Filing

200003280542--4
-06/07/00--01096--017
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find the following:

1. Articles of Incorporation for Applied Dental Products, Inc.
2. Check #44243 for \$87.50 representing fee broken down as follows:

Filing Fee:	\$35.00
Registered Agent Fee:	\$35.00
Certified copy:	\$ 8.75
Certificate of Status:	<u>\$ 8.75</u>
Total:	\$87.50

Please file the enclosed Articles of Incorporation and return a certified copy and Certificate of Status upon filing. Should you have any questions, please do not hesitate to contact me at the above number. Thank you for your cooperation.

Very truly yours,

Sharon K. Ferguson
Paralegal

SKF/cm
Enclosures

OK 6/14

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

APPLIED DENTAL PRODUCTS, INC.

The undersigned, a citizen of the United States, desiring to form a corporation for profit under the Florida Business Corporation Act, does hereby certify:

- FIRST: The name of said corporation shall be:
- Applied Dental Products, Inc.
- SECOND: The place where its principal office is to be located is 6820 Town Harbour Boulevard, #3626, Boca Raton, Florida 33433.
- THIRD: The purpose of said corporation is to engage in any lawful act, business or activity for which corporations may be formed under the Florida Business Corporation Act.
- FOURTH: The maximum number of shares which the corporation is authorized to have outstanding shall be one hundred (100), all of which shares shall be common stock without par value.
- FIFTH: The name and address of the initial registered agent is Sherrill F. Lindquist, D.D.S., 6820 Town Harbour Boulevard, #3626, Boca Raton, Florida 33433.
- SIXTH: The number of directors constituting the initial board of directors shall be three (3).
- SEVENTH: The name and address of the incorporator is Sherrill F. Lindquist, D.D.S., 6820 Town Harbour Boulevard, #3626, Boca Raton, Florida 33433.
- EIGHTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.
- NINTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise. No transaction or contract or act of the corporation shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer

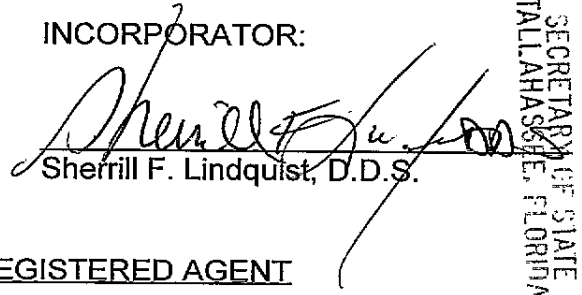
of any firm of which any director or officer is a member, or any company of which any director or officer is a shareholder, director or trustee, or any trust of which any director or officer of the corporation is a trustee or beneficiary, is in any way interested in such transaction or gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member, company of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, then notwithstanding any statute or rule of law or equity to the contrary, his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

TENTH: Except as otherwise provided herein, every person who is or was a director or officer of the corporation and his heirs and legal representatives are hereby indemnified by the corporation against expenses and liabilities actually and reasonably incurred by him in connection with the defense of either (1) any action, suit or proceeding, threatened, pending, or completed ("Proceeding"), to which he may be a party defendant, (2) any Proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation or (3) any claim of liability asserted against him, by reason of his being or having been a director or officer of the corporation, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation ("Good Faith") and, with respect to any criminal action or Proceeding, he had no reasonable cause to believe his conduct was unlawful ("Reasonable Cause"). The termination of any Proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that he did not act in Good Faith and with Reasonable Cause. The corporation shall not, however, indemnify any director or officer with respect to any matter in any Proceeding by or in the right of the corporation to procure a judgment in its favor in which he shall be finally adjudicated liable for negligence or misconduct in the performance of his duties as such director or officer, nor in the case of a settlement thereof, unless the court having jurisdiction of the proceeding against such director or officer shall determine upon application that such officer or director, in view of all the circumstances of the Proceeding, is fairly and reasonably entitled to indemnity, despite the adjudication of liability, and those directors of the corporation not parties to the Proceeding constituting a quorum shall determine, upon the finding and recommendation of

independent legal counsel (meaning a lawyer who is not a director, officer, or employee of the corporation and is not a partner or professional associate of a director, officer or employee of the corporation), by a majority vote that such officer or director is fairly and reasonably entitled to indemnity. The foregoing right of indemnification shall be in addition to all rights to which any such director or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of May, 2000.

INCORPORATOR:


Sherrill F. Lindquist, D.D.S.

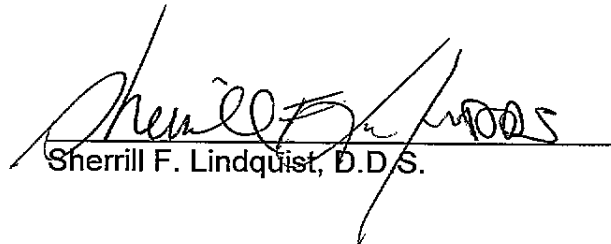
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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation 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.


Sherrill F. Lindquist, D.D.S.