

Ft. Lauderdale, FL 33314 January 27, 2001

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SLURETARY OF STATE TALLAHASSEE, FLORIDA

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 12314

# Re ALEX DENTAL LAB., INC.

## Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$78.75 (\$35 Approval of Articles of Incorporation, \$35 Approval of Registered Agent designation and \$8.75 Certificate of Status).

This represents the cost of the filing fees, Certified Copy of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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Francis Alexander

Pt 2/6/01

# ARTICLES OF INCORPORATION

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SECKETARY OF STATE TALLAHASSEE, FLORIDA

### ARTICLE I - NAME

The name of this corporation is ALEX DENTAL LAB., INC.

### ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these articles with the Department of State.

#### ARTICLE III-PURPOSE

The natures of business and the objects and purposes proposed to be transacted, promoted and carried on, are to do with any and all the things herein mentioned, as fully and to the same extent as a natural persons might or could do, and in any part of the world viz.: "The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida."

#### ARTICLE IV-STOCK

The amount of total authorized capital common stock of the corporation is divided into One hundred (100) shares having a par value of \$5.00 per share. These common stocks shall be designated as "common shares."

### ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as many are done without issuance of fractional shares) at the price at which it was offered to others.

## ARTICLE VI-INITIAL REGISTERED OFFICE AGENT

The street address of the initial registered office of this corporation is:

3925 Davie Blvd., Ft. Lauderdale, FL 33312

THE CORPORATION MAILING ADDRESS SHALL BE THE SAME

And the name of the initial registered agent of this corporation is:

Robert Haynes

# ARTICLE VII-INCORPORATORS

The name and address of the incorporator signing these articles are:

Francis Alexander 4927 SW 44 Th Terrace Ft. Lauderdale, FL 33314

### ARTICLE VIII-INITIAL BOARD OF DIRECTORS

The powers of the incorporator is to terminate upon filing of the Certificate of Incorporation, and the Corporation shall initially have a President to hold office until the first annual meeting of the stockholders, and the successor shall have been duly elected and qualified or until his early resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation.

#### ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officeror Director, to the full extent permitted by law.

### ARTICLE X-AMENDMENT

The Directors shall have power to amend or repeal any provision contained in these Articles of Incorporation, to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens, without limits as to the amount, upon the property and franchise of the corporation.

With the consent in writing and pursuant to a vote of the holders of the majority of stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of the Corporation.

The By-Laws shall determine whether or to what extent of the accounts and books of this Corporation, or any of them shall be opened for inspection of the stockholders, and no stockholder shall have any right of inspecting any account or book or document of this Corporation, except as otherwise required by the law of the By-Laws, or resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents and papers of the corporation outside of the State of Florida at such place as may be from time to time designated by the By-Laws or by resolution of the shareholders or Directors except as otherwise required by the laws of the State of Florida.

It is the intention that the objects, purposes and powers specified in Article III hereof, except where otherwise specified in said Article, be no wise limited or restricted by reference to or inference from the terms of any clause or Article in these Articles of Incorporation, but that the objects, purposes and powers specified in Article III and in each clause or Article of this charter shall be regarded as independent objects, purposes and powers.

IN WITNESS WHEREOF, I, the undersigned Incorporator is competent to contract, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation and do certify that the facts herein are true and we have accordingly hereunto set our hands and seal this 27 day of January 2001 A.D.

Francis Alexander

STATE OF FLORIDA:

COUNTY OF BROWARD:

Before me, the undersigned Notary Public of the State of Florida Personally appeared Francis Alexander to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 27 day of January 2001 A.D.

Notary Public

State of Florida at Large

ROBERT E HAYNES State of Florida My Comm. Exp: 03/10/02

My Commission Expires:

3/10/02

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Pursuant to the provisions of section 607.0501, Florida Statues, The undersigned Corporation, organized under the laws of the state Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

OI FEB -5 PM 1: 27 SECKETARY OF STATE TALLAHASSEE, FLORIDA

1. The name of the Corporation is:

## ALEX DENTAL LAB., INC.

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

Robert Haynes 720 Long Island Ave Ft. Lauderdale, FL 33312

Having been named as registered agent and to accept service 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, that I am familiar with and accept the obligations of my position as registered agent

Robert Haynes

Dated January 27, 2001 A.D.

STATE OF FLORIDA:

COUNTY OF BROWARD:

Before me the undersigned Notary Public of the State of Florida Appeared Robert Haynes to me well known and known to be the Individual described herein and who executed the foregoing Certificate of designation Registered Agent/Registered Office, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

Witness my hand and official seal this 27th day of January 2001 A.D.

"OFFICIAL SEAL"

Juliet Gill

My Commission Expires 12/21/2001

Commission #CC 704231