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VideoDental Concepts

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110 EAST GRANADA BOULEVARD, SUITE 208

P.O. BOX 36

ORMOND BEACH, FL 32175-0036

800.323.2690

904.672.0450

FAX: 904.672.4402

E-MAIL: sales@videodental.com

February 13, 2001

Doris Brown, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/08/01--01104--014
****125.00 *****78.75

RE: REFERENCE NUMBER: W01000003176


Dear Ms. Brown:

Pursuant to your request of February 9, 2001 I am enclosing the information you requested. Additionally, below you will find daytime phone numbers and addresses to reach us:

Dental Systems International, Inc.
Shinobu Doi
Claude Berthoin
P.O. Box 36 (110 E. Granada Blvd., Suite 207)
Ormond Beach, FL 32175-0036
Phone: 904-672-0450
FAX: 904-672-4402

If you have any questions, please feel free to contact me at the above telephone number.

Sincerely,


Claude Berthoin, President
Agent for Dental Systems International, Inc.

Enclosures

Claude Berthoin GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art F
DATE 2/19/01
DOC EXAM Doris Brown

104,255,13589,3-50
W01-3176
QuickCam DDS

INTRAORAL CAMERA

QuickRay

DIGITAL X-RAY

QuickImage

IMAGING SOFTWARE

VideoDental
Supply

IMAGING SUPPLIES

www.videodental.com

D. BROWN FEB 19 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 9, 2001

SHINOBU DOIANADA BOULEVARD
POST OFFICE BOX 36
ORMOND BEACH, FL 32175-0036

SUBJECT: DENTAL SYSTEMS INTERNATIONAL, INC.
Ref. Number: W01000003176

We have received your document for DENTAL SYSTEMS INTERNATIONAL, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 001A00008147

ARTICLES OF INCORPORATION

OF

Dental Systems International, Inc.

FILED
01 FEB 19 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – Name

**The name of this corporation is Dental Systems International, Inc.
110 E. Granada Blvd, Suite 208, Ormond Beach, FL 32176**

Article II – Duration

This corporation shall have perpetual existence.

Article III – Purposes

The general purposes for which this corporation initially organized are as follows: distribution, sale of dental equipment; also to design, manufacture, assemble, sell, install, distribute or otherwise deal in all types of equipment, appliances, products and devices; to own personal property; to own, hold, lease, improve and develop real estate; engage in any type of lawful business; lend or borrow money, and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments, and to secure the same by mortgage or otherwise; to have offices and officers, agents and agencies in the State of Florida or in any other of the states of the United States, or any dependencies of the United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

Article IV – Capital Stock

The maximum number of shares of stock, which this corporation is authorized to have outstanding at any time, shall be thirty thousand (30,000) shares of common voting stock with a par value of one dollar (\$1.00) per share. All stock issues shall be fully paid.

Article V – Preemptive Rights

Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI – Initial Registered Office and Agent and Incorporators

The street address of the initial registered office of this corporation is 110 E. Granada Blvd, Suite 208, Ormond Beach, FL 32176 and the name of the initial registered agent of this corporation at that address is Shinobu Doi who hereby accepts such designation by his/her signature hereto.

Article VII – Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Shinobu Doi	1187 Tadsworth Terrace Heathrow, FL 32746
Claude Berthoin	2126 John Anderson Drive Ormond Beach, FL 32176

Article VIII – Incorporator

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

<u>Name</u>	<u>Address</u>
Shinobu Doi	110 E. Granada Blvd., Ste 207 Ormond Beach, FL 32176
Claude Berthoin	Same as above

Article IX - Indemnification

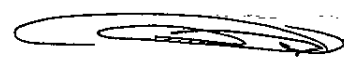
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

FILED
01 FEB 19 PM 12:15
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

Article X – Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles or incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 1st day of February, 2001.



Subscriber / Registered Agent



Subscriber

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Shinobu Doi and Claude Berthoin known to me or produced identification Driver's licenses did execute the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal, in the state of Florida and county of Volusia, this 1st day of February 2001.



Nancy Jo Mosser
My Commission CC892024
Expires October 27, 2001



Notary Public, State of Florida

My commission expires: