

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 19 PM 5:01

FILED

SUBJECT: DENTECH LABORATORY, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: JUAN CARLOS MERINO
Name (Printed or typed)

620 4TH AVENUE NORTH
Address

SAFETY HARBOR, FLORIDA, 34695
City, State & Zip

Juan Merino

GAVE

727-723-1360

Daytime Telephone number

900003742379--6

02/20/01--01014--024
*****87.50 *****87.50

AUTHORIZATION BY PHONE TO

CORRECT RA acceptance

DATE 02-20-01

DOC. EXAM gy

NOTE: Please provide the original and one copy of the articles.

W01-4023
02/20

ARTICLES OF INCORPORATION
For

DENTECH LABORATORY, INC.
620 4TH Avenue North
SAFETY HARBOR, FLORIDA 34695
EIN # 59-3695945

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of the State of the State of Florida these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be: **DENTECH LABORATORY, INC.**

ARTICLE II
Term of Existence and Fiscal Year

This corporation shall begin existence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1 and ending December 31 of each year.

ARTICLE III
Nature of Business

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to transact any or all lawful business under the laws of the State of Florida.

ARTICLE IV
Powers

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations.

ARTICLE V
Capital Stock

This corporation is authorized to issue 1,000,000 shares of common voting stock. All or any part of said capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

ARTICLE VI

Shareholder's Rights

- (a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.
- (b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.
- (c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all such shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class by be issued and disposed of or sold by the Board of Directors on such terms and for such considerations, as far as may be permitted by law, and to such person or persons who are qualified to be shareholders as the Board of Directors may determine.

ARTICLE VII

Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation shall be:

JUAN CARLOS MERINO
620 4TH Avenue North
SAFETY HARBOR, FLORIDA 34695

ARTICLE VIII

Principal Place of Business

The principal place of business of the corporation shall be located at:

**620 4TH Avenue North
SAFETY HARBOR, FLORIDA 34695**

ARTICLE IX

Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE X

Officers

The names and post office addresses of the Officers of the corporation, who, subject to the provisions of the Bylaws and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are as follows:

OFFICE	NAME	ADDRESS
Chief Executive Officer		
President	JUAN CARLOS MERINO	620 4TH Avenue North SAFETY HARBOR FLORIDA 34695
Vice President		
Treasurer		
Secretary	DOLORES C CONTE	620 4TH Avenue North SAFETY HARBOR FLORIDA 34695

ARTICLE XI

Initial Directors

The name and street address of the initial Director of this corporation, who, subject to the provisions of the Bylaws and laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successor is elected and qualified is:

**620 4TH Avenue North
SAFETY HARBOR
FLORIDA 34695**

Name and Post Office Addresses of Subscribers

[illegible]

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, any be

counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XIV

Bylaws

- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal and bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the State of Florida or of the United States.

ARTICLE XV

Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLES XVI

Incorporators

The name and post office address of the Incorporators of this corporation is:

JUAN CARLOS MERINO
620 4TH Avenue North, SAFETY HARBOR, FLORIDA 34695

ARTICLE XVII

Indemnification

I accept the duties of registered agent

This corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of FEBRUARY 2001.

Juan Carlos Merino
Incorporators/Signature
Registered Agent