

Sent By: COBB & COLE;
Division of Corporations

386 238 7003 ;

May-18-03 9:12;

Page 1

Page 1 of 2

03 MAY 16 PM 3:29

TALLAHASSEE, FLORIDA

P03000054388

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000195592 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : COBB & COLE
Account Number : I20030000050
Phone : (386) 255-1811
Fax Number : (386) 238-7003

FLORIDA PROFIT CORPORATION OR P.A.

McLaughlin IMCO Dental, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

H03000195592 8

ARTICLES OF INCORPORATION
OF
MCLAUGHLIN IMCO DENTAL, INC.

A Florida Corporation

FILED
03 MAY 16 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: McLaughlin IMCO Dental, Inc.

ARTICLE 2

DURATION

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

PURPOSES

The purposes for which the corporation is organized is first to establish, grow and maintain an association of independently owned and operated distributors of dental supplies and equipment (the "Association"); and second, to provide value and services to the Association members by coordinating, packaging and making available to the members (a) the opportunity to purchase dental supplies and dental equipment from vendors at special rates negotiated by the Association; and (b) the opportunity to benefit from the Association's promotional programs, networking programs and member incentive programs. The corporation's and the Association's activities shall be specifically limited to the market of dental supplies and dental equipment for ultimate distribution to dentists and dentists' offices. The corporation shall not make available to Association members supplies or equipment (whether described as medical or dental) for ultimate distribution to hospitals, clinics, physicians' offices or nursing homes. It shall be the purpose and obligation of the corporation to enforce this prohibition so that its Association members do not distribute the equipment and supplies

H03000195592 8

H03000195592 8

purchased through the corporation to hospitals, clinics, physicians' offices or nursing homes. The corporation shall terminate the membership of any Association member which on a regular basis distributes equipment and supplies purchased through the corporation to one or more hospitals, clinics, physicians' offices or nursing homes. The corporation shall engage in no business activities other than those expressly authorized herein.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000 shares of common voting stock having a par value of \$500.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 131 Executive Circle, Suite A, Daytona Beach, Florida 32114. The name and address of the initial registered agent of the corporation is William I. McLaughlin, III, 131 Executive Circle, Suite A, Daytona Beach, Florida 32114.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is four and the name and address of each person who is to serve as a member thereof are as follows:

William I. McLaughlin, III
85 Shadow Creek Way
Ormond Beach, Florida 32174

Angela Sue McLaughlin
7134 East Buena Terra Way
Scottsdale, AZ 85253

Susan G. McLaughlin
85 Shadow Creek Way
Ormond Beach, Florida 32174

William I. McLaughlin, IV
85 Shadow Creek Way
Ormond Beach, Florida 32174

The number of directors may be changed from time to time in accordance with the bylaws.

H03000195592 8

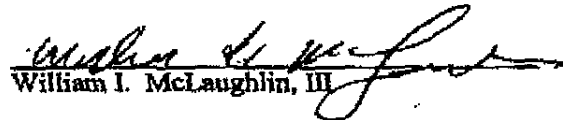
ARTICLE 7

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

William I. McLaughlin, III
85 Shadow Creek Way
Ormond Beach, Florida 32174


IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these articles this 16 day of May, 2003.


William I. McLaughlin, III

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 15th day of May, 2003, by
WILLIAM I. MCLAUGHLIN, III, who is personally known to me or has produced
as identification.

NOTARY PUBLIC:

Sign: 
Print: Patricia D. Tyler
State of Florida At Large
(Seal)
My Commission Expires: 8/12/03
Title/Rank: _____
Commission Number: CC 842417



H03000195592 8

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, MCLAUGHLIN IMCO DENTAL, INC. hereby designates William I. McLaughlin, III, 131 Executive Circle, Suite A, Daytona Beach, Florida 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

MCLAUGHLIN IMCO DENTAL, INC.

By: *William I. McLaughlin*

Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of MCLAUGHLIN IMCO DENTAL, INC., for service of process within the State of Florida.

William I. McLaughlin

William I. McLaughlin

FILED
03 MAY 16 PM 3:29
STATE
TALLAHASSEE
FLORIDA