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2008 JAN - 1 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SILVIS, AMBROSE & LINDQUIST, P.C.

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February 29, 2008

Via Federal Express Tracking No. 7909 5073 2619

Mr. Tim Burch
Regulatory Specialist II
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Manatee Orthodontic Lab, Inc.
Your Reference No. W08000000378
Our File No. 826.28
Re-filing of Certificate of Domestication and Articles of
Incorporation of Manatee Orthodontic Lab, Inc.

Dear Mr. Burch:

We apologize for the confusion that occurred when your office received from someone an Annual Report for 2008 under the prior "Qualified To Do Business" Georgia corporation, resulting in your return of our Articles of Incorporation and Certificate of Domestication.

As we discussed and as stated in my original cover letter of December 18, 2007, the Georgia corporation was dissolved December 31, 2007 in Georgia, and we filed for domestication and creation of a "new" Florida corporation effective January 1, 2008. Accordingly, we are re-filing the Articles and Certificate with this cover letter.

As attorney for the corporation, I certify and assure you that there is no intention to reinstate the Georgia corporation of the same name that was qualified to do business in Florida, and you may disregard any document to the contrary and amend official records accordingly.

Thank you and your administrator for agreeing to back-date our filing to January 1, 2008, as originally intended, and to correct any confusion caused by the filing of an Annual Report for the "old" corporation.

Per your instructions, I am enclosing, including the original documents previously sent, the following items:

1. Certificate of Domestication "form" back-dated to December 18, 2007 signed by me as attorney for the corporation.

*LICENSED IN GEORGIA & FLORIDA ** LICENSED IN GEORGIA & ALABAMA

*Auto Accidents • Adoptions • Corporations • Criminal Law • DUI/Traffic Violations • Malpractice • Personal Injuries
Real Estate • Truck Accidents • Wills & Probate • Work-Related Injuries • Wrongful Death*

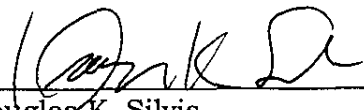
Mr. Tim Burch
Page Two
February 29, 2008

2. Original Certificate of Domestication executed by Rochelle G. and Tom C. Sexton, dated December 18, 2007.
3. Original Articles of Incorporation of Manatee Orthodontic Lab, Inc. executed December 18, 2007 by Rochelle G. and Tom C. Sexton, on which I have slightly changed Article Three to state "The corporation will commence its existence and operation upon filing, and shall have perpetual existence." Per your instructions, I have removed the words "January 1, 2008", even though we expressly want it to show as filed January 1, 2008, and those words were included because I knew you would be closed on that date.
4. Our check in the amount of \$8.75 made payable to the Florida Secretary of State to cover additional filing fees.

Thank you for your attention to these matters. If you require anything further, please telephone me or Dinah Taylor at 229-228-4258.

Sincerely,

SILVIS, AMBROSE & LINDQUIST, P.C.

By 
Douglas K. Silvis
Florida Bar No. 184256

DKS:dht

Enclosures as itemized above.

cc: Tom and Rochelle Sexton
Frank Mercer, CPA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 3, 2008

SILVIS, AMBROSE & LINDQUIST, P.A.
ATTN: DOUGLAS K. SILVIS
PO BOX 1557
THOMASVILLE, GA 31799

SUBJECT: MANATEE ORTHIDONTIC LAB, INC.
Ref. Number: W08000000378

Back Date
Jan 1 2008
Silvis *Rosann* *H*

We have received your document for MANATEE ORTHIDONTIC LAB, INC. and your check(s) totaling \$120.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You cannot have an effective date in the articles when your filing an Domestication, we use the date of incorporation from the home state as an effective date. Also please use our certificate of domestication.

Please return the corrected 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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 108A00000369

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CERTIFICATE OF DOMESTICATION 2008 JAN -1 PM 4: 25

The undersigned, Douglas K. Silvis, Attorney, SECRETARY OF STATE
(Name) (Title) TALLAHASSEE, FLORIDA

of Manatee Orthodontic Lab, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 14, 1994.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of Georgia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Manatee Orthodontic Lab, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Manatee Orthodontic Lab, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Georgia Qualified to do Business in Florida.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Attorney, of Manatee Orthodontic Lab, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done

so this the 18th day of December, 2007.

Douglas K. Silvis
(Authorized Signature)

Douglas K. Silvis, Attorney for Corporation

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION
OF**

**MANATEE ORTHODONTIC LAB, INC.,
a Florida Corporation**

FILED
2008 JAN -1 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the laws of the Florida Business Corporations Act, Chapter 607 and 621 Florida Statutes (F.S.), hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is **MANATEE ORTHODONTIC LAB, INC.**

ARTICLE 2

AUTHORITY FOR EXISTENCE

The corporation is organized pursuant to the provisions of the laws of the State of Florida.

ARTICLE 3

COMMENCEMENT AND DURATION

The corporation will commence its existence and operation upon filing, and shall have perpetual existence.

ARTICLE 4

PURPOSE

The corporation is organized for profit and for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the State of Florida, including but not limited to **operating an orthodontic dental laboratory to provide manufacturing of specialized appliances and prosthetic devices, and other services for dentists and orthodontists and their patients, and all things incidental thereto.**

ARTICLE 5

POWERS

The corporation shall have all powers provided by law and not inconsistent with these Articles including, but not limited to, those powers enumerated in the Florida Business Corporations Act.

ARTICLE 6

CAPITAL STOCK

The corporation shall have the authority to issue not more than **12,000** shares of a common class having a par value of **\$1.00** per share.

ARTICLE 7

CAPITAL

The corporation shall not commence business until it has received consideration of at least **\$500** in value for the issuance of its shares.

ARTICLE 8

OFFICERS, EMPLOYEES AND AGENTS

a. The officers of the corporation shall be elected by majority vote of the shareholders. If there is only one (1) shareholder, the shareholder may appoint and remove officers.

b. The corporation may have such officers as determined by the shareholders or set forth in the Bylaws except that it shall have at least a President and a Secretary. The offices of President and Secretary may be held by the same person. Any offices may be jointly held. Unless or until the shareholders or the Bylaws otherwise delegate, the responsibility of preparing minutes of shareholders' meetings and of authenticating records, the Secretary shall have that responsibility.

c. The following person(s) shall serve as initial officers of the corporation, until their successors are duly elected or appointed:

(i)	President:	Rochelle G. Sexton
(ii)	Vice President:	Tom C. Sexton
(iii)	Secretary:	Rochelle G. Sexton

ARTICLE 9

EMPLOYEE'S SHARE PURCHASE PLAN

The corporation may, on terms and conditions authorized in this paragraph and by law, provide and carry out an employee share purchase plan or plans, providing for the issue and sale, or for the granting of options for the purchase of its unissued shares, or of issued shares not subject to preemptive rights purchased or to be purchased or acquired, to employees of the corporation or of any subsidiary or to a trust on their behalf. Shares sold under the plan or plans are not subject to preemptive rights. (The plan or plans may fix the consideration for the sale of the shares.) Before becoming effective, any employee share purchase plan must be

approved or authorized by 66 2/3% of the shareholders of the corporation. Shareholder approval shall not be necessary or required to ratify director action.

ARTICLE 10

SHAREHOLDERS

- a. There are two (2) initial shareholders of the corporation.
- b. The names and addresses of the two (2) initial shareholders of the corporation are:

- (i) **Rochelle G. Sexton**
1384 Timberlane Road
Tallahassee, Florida 32312

- (ii) **Tom C. Sexton**
1384 Timberlane Road
Tallahassee, Florida 32312

- c. No shares of the corporation shall be listed on a national securities exchange or regularly quoted in the markets maintained by securities dealers or brokers, or otherwise regularly traded in public securities markets, so long as the Corporation chooses to be governed by its shareholders and not by a Board of Directors.

ARTICLE 11

BYLAWS

The initial bylaws of the Corporation to be adopted by the shareholders shall be conformed to these Articles of Incorporation. Except as otherwise provided by law, unless or until the shareholders create a Board of Directors and specify its powers, bylaws may be adopted, amended, or repealed only by action of the shareholders of this Corporation; provided that any bylaw can only be adopted, amended, or repealed by the vote or written consent of those owning not less than fifty-one percent (51%) of the shares issued and outstanding and not otherwise.

ARTICLE 12

AMENDMENT OF ARTICLES

- a. Notwithstanding any other provision in these articles of incorporation, the affirmative vote of not less than **fifty-one per cent (51%)** of all outstanding shares shall be required to approve the amendment of any provisions in these articles.

b. The affirmative vote of not less than **fifty-one percent (51%)** of all outstanding shares shall be required to approve the amendment of any provisions in these Articles pertaining to establishment of a board of directors or the setting of the number of directors or pertaining to the shares of the corporation, and unanimous shareholder approval shall be required to reduce the number of directors, in the event a board of directors is ever established.

ARTICLE 13

DISTRIBUTION OF CAPITAL SURPLUS / "S" AUTHORIZATION

The Board of Directors of the Corporation may, from time to time at its discretion, distribute a portion of its assets to its shareholders out of the capital surplus of the Corporation. The Corporation shall be permitted but not required to elect to be taxed as an "S" Corporation and pass through income and losses to its shareholders so long as permitted by law.

ARTICLE 14

CORPORATE ACQUISITION OF SHARES

The Corporation may, upon the adoption of a resolution by its shareholders or, if there is a Board of Directors, by its Board of Directors, purchase its own shares of stock to the extent of unreserved and unrestricted capital surplus available.

ARTICLE 15

INITIAL PRINCIPAL OFFICE

a. The mailing address of the corporation is as follows:

**Manatee Orthodontic Lab, Inc.
1384 Timberlane Road
Tallahassee, Florida 32312**

b. The street address of the initial principal office of the corporation is as follows:

**Manatee Orthodontic Lab, Inc.
1384 Timberlane Road
Tallahassee, Florida 32312**

ARTICLE 16

REGISTERED OFFICE AND AGENT

The street address, mailing address and county of the initial Registered Office and the name of its initial Registered Agent at that office are as follows:

- i. **Registered Agent:** **Rochelle G. Sexton**
- ii. **Street Address:** **1384 Timberlane Road
Tallahassee, Florida 32312**
- iii. **Mailing Address:** **1384 Timberlane Road
Tallahassee, Florida 32312**
- iv. **County:** **Leon**
- v. **Telephone:** **850-668-2080**
- vi. **Consent:**

The undersigned, **Rochelle G. Sexton**, does hereby consent to serve as Registered Agent for the Corporation, **MANATEE ORTHODONTIC LAB, INC.**

ARTICLE 17

INTERESTED SHAREHOLDERS AND OFFICERS

- a. An officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise.
- b. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any officer of this Corporation is also a member of a firm; an officer, shareholder, director or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.
- c. No officer shall be accountable or responsible to the Corporation for, or in respect to, any act of the Corporation, or for any gains or profits directly or indirectly realized by reason of any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected that is interested in the act.
- d. No officer shall be accountable or responsible to the Corporation and no act of the Corporation shall be void by reason of the fact that the officer, or the firm, corporation, trust, or other entity of which he or she is a member, is interested, shall be disclosed or shall have been known to the shareholders present at any meeting of the Shareholders at which action on the transaction is or has been taken.
- e. Any interested shareholder may be counted in determining the existence of a quorum at any meeting of the Shareholders that authorizes or takes actions in respect to any such transaction; and any interested

shareholder may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act.

f. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a shareholder or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE 18

INDEMNIFICATION

a. The Corporation shall indemnify each of its officers, shareholders, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a shareholder, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and other costs of a similar nature. The Corporation shall not, however, indemnify any officer, shareholder or employee until a majority of all of the shareholders has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the shareholders, that the officer, shareholder or employee met the following criteria:

i. Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation; and

ii. Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

iii. Had no reasonable cause to believe that the conduct was unlawful.

b. In making the determination required under 18a, i, ii, and iii above, all of the shareholders, including any shareholder who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the shareholders.

Written Demand for Indemnification

c. Any officer, shareholder, or employee who is entitled to indemnification from the Corporation may make a written demand on the

shareholders by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any officer of the Corporation). If the Shareholders do not, **within 15 days after service of the written demand**, determine that the officer, shareholder, or employee is entitled to indemnification, the officer, shareholder or employee may, **within 60 days following the date of service of the demand**, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs a, b, and c of Paragraph 18.01. If the court determines that the conduct of the officer, shareholder or employee was such as to meet the requirements in the subparagraph, the court shall order the Corporation to indemnify the officer, shareholder, or employee to the same extent as if the shareholders had originally made the determination to do so.

ARTICLE 19

INCORPORATORS/SHAREHOLDERS APPROVAL

a. The names and home addresses of the incorporators and current sole shareholders of this Corporation are:

**Rochelle G. Sexton
1384 Timberlane Road
Tallahassee, Florida 32312**

**Tom C. Sexton
1384 Timberlane Road
Tallahassee, Florida 32312**

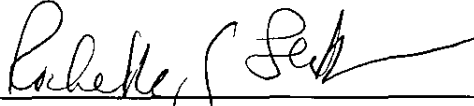
b. By executing these Articles, the undersigned incorporators and initial shareholders hereby enact and approve them.

ARTICLE 20

SUCCESSOR TO GEORGIA CORPORATION AND CONSENT TO USE OF NAME

The subject corporation is being formed by the officers and shareholders of Manatee Orthodontic Lab, Inc. a Georgia corporation registered to do business in Florida, which is being dissolved effective December 31, 2007. By executing these Articles, they authorize and consent to the formation of this new Corporation using the same corporate name, to commence business on January 1, 2008.

IN WITNESS WHEREOF, the undersigned, as incorporators and initial shareholders have executed the foregoing Articles of Incorporation this 18th day of December, 2007.



Rochelle G. Sexton
Incorporator, Shareholder



Tom C. Sexton
Incorporator, Shareholder

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in this Certificate and Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.


Signature/Registered Agent

12/18/07
Date

Please return Certificate of Incorporation
and address any questions to:
Douglas K. Silvis, Attorney for Corporation
Florida Bar No. 184256
SILVIS, AMBROSE & LINDQUJIST, P.C.
Post Office Box 1557
Thomasville, Georgia 31799-1557
Telephone: 229-228-4258
Facsimile: 229-228-7586