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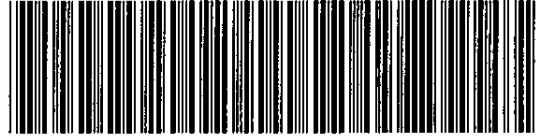
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: SOUTHERN CROSS DENTAL LABORATORIES USA, 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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Susan B. Powers
Name (printed or typed)

9895 66th St. N.

Address

Pinellas Park FL 33782

City, State & Zip

~~727-343-1929~~ or 727-656-6427
~~727-544-5030~~
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHERN CROSS DENTAL LABORATORIES USA, INC.**

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that state, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

**ARTICLE I
NAME OF CORPORATION**

1.01 NAME.-- The name of this corporation shall be SOUTHERN CROSS DENTAL LABORATORIES USA, Inc.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

2.01 POWERS.-- This corporation is organized for the purpose of transacting any and may engage in any activity and all lawful business permitted under F.S. 607 of the laws of the State of Florida and the laws of the United States of America.

**ARTICLE III
CAPITAL STOCK**

3.01 NUMBER.-- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class Common Stock totaling 1000 shares without par value.

**ARTICLE IV
INITIAL CAPITAL**

4.01 AMOUNT.-- The amount of capital with which this corporation shall begin business is not less than one thousand (\$1,000.00) Dollars.

**ARTICLE V
TERM OF EXISTENCE**

5.01 DURATION.-- This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF CORPORATION**

6.01 PRINCIPAL OFFICE.-- The initial street address of the principal office of the proposed corporation in the State of Florida is: 9895 66TH Ave. N., Pinellas Park FL 33782

6.02 RELOCATION.-- The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

**ARTICLE VII
NUMBER OF DIRECTORS**

7.01 NUMBER.-- The initial number of Directors of this Corporation shall be one (1). The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

**ARTICLE VIII
NAMES AND ADDRESSES OF BOARD OF DIRECTORS**

8.01 DESIGNATION.-- The names and street addresses of the first Board of Officer & Director of this corporation are as follows:

SCDL Australia
Southern Cross Dental Laboratories
19 Bay Street
Double Bay
NSW 2028
Australia
Dr. David Penn, Managing Director

**ARTICLE IX
DESIGNATION OF REGISTERED AGENT**

9.01 REGISTER AGENT.-- The initial designation of the Registered Office of this Corporation shall be 9895 66th Ave N., Pinellas Park FL 33782 and the Register Agent shall be Susan Powers to accept service of process within the State until changed according to law.

**ARTICLE X
SPECIAL PROVISIONS**

10.01 POWERS OF BOARD OF DIRECTORS.-- In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend and alter the By-Laws of this corporation;
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in;
- (3) from time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation other than the stock book, or any of them, shall be open to inspection of the Stockholders; and no Stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute unless authorized by resolution of the Stockholders or Directors.

10.02 DISPOSITION OF ASSETS.-- Pursuant to the affirmative vote of Stockholders or record, holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a Stockholder's meeting duly called for that purpose, or when authorized by the written consent of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of voting power, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interests of the corporation.

10.03 POWERS.-- This corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

10.04 PREEMPTIVE RIGHTS.-- No holder of any class of stock of the corporation shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any class of stock of the corporation not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the corporation may at any time issue, whether or

not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

10.05 MEETINGS.--Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

10.06 AMENDMENT.-- The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

10.07 CUMULATIVE VOTING.-- Every Stockholder, having the right to vote for the Directors of this corporation shall be entitled to vote, in person or by proxy, as many votes as shall equal the product of the number of Directors to be elected multiplied by the number of shares entitling the person to vote. The person voting may cast the votes thus computed for as many candidates as are to be elected, with the votes distributed among the candidates in proportions to be determined by the person voting, or he may accumulate the number of votes thus computed and cast them, on the same principle, for one candidate or among as many candidates as he shall desire.

10.08 STOCK TRANSFER RESTRICTIONS.-- The Board of Directors or the Stockholders of this corporation may, by the adoption of appropriate By-Laws for this corporation, not in contravention with statutes of the State of Florida under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the Capital Stock of this corporation as they shall deem appropriate.

10.09 COMMENCEMENT OF CORPORATE EXISTENCE.-- The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

THE UNDERSIGNED, being the Incorporator of the Capital Stock heretofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.



Dr. David Penn, Managing Director
SCDL Australia

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SOUTHERN CROSS DENTAL LABORATORIES USA, INC.
2. The name and the address of the registered agent and office is:

Susan Powers
9895 66th Ave N.
Pinellas Park FL 33782

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

Susan B. Powers
(SIGNATURE)

8/20/09
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32304

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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