

Louise R. Huey

P960000041598

Certified Public Accountant

May 6, 1996

Ms Sandra B Mortham
Secretary of State
State of Florida, Dept of State
Division of Corporations
P.O. BOX 6327
Tallahassee Florida 32311

300001312713
-05/08/96--01019--018
****122.50 ****122.50

Dear Ms Mortham:

Enclosed are the articles of incorporation for American
Dental Benefit Consultant, Inc. and check #2173 for
\$122.50, which represents filing fee.

Yours truly,

Louise R. Huey
Louise R.A. Huey, CPA

FILED
96 MAY -8 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

6595
0004

ARTICLES OF INCORPORATION

OF

AMERICAN DENTAL BENEFIT CONSULTANT, INC.

FILED

96 MAY -8 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of the Articles of Incorporation, a natural person competent to contract, hereby associate himself to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

AMERICAN DENTAL BENEFIT CONSULTANT, INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation is a corporation for profit and is organized for the following purposes:

- (A) To provide consultation and advice concerning dental benefit programs to employers with existing dental benefit plans and employers seeking to implement new dental benefits.
- (B) To engage in any lawful business or activity for which the corporation is organized pursuant to the provisions of the Florida Business Corporation Code and as above provided.
- (C) To make gifts of its property or cash either to charitable organizations or otherwise, when deemed in the interest of the corporation. To also adopt such pension profit sharing, stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors, and others as the Board of Directors may deem to be in the best interest of the corporation.
- (D) To render service, manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and service of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit

business in One Thousand Dollars (\$1,000.00).

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of the corporation in the State of Florida is:

5425 Verna Boulevard, Jacksonville, Florida, 32205.

The registered agent at such address shall be:

Wendell S. Morrison

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

The initial Board of Directors of the corporation shall consist of 1 member, The number of directors may increase or diminish from time to time, but should not be less than one. The name and post office address of the member of the first Board of directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Wendell S. Morrison	5425 Verna Boulevard Jacksonville, Florida 32205

ARTICLE VIII. SUBSCRIBERS

The names and post office addresses of the subscribers of these articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Wendell S. Morrison	5425 Verna Boulevard Jacksonville, Florida 32205

ARTICLE IX. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stock holders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation, impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restriction of the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-laws is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defects of insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction, and notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common laws and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

The name and address of the initial registered agent is:

Wendell S. Morrison

5425 Verna Boulevard
Jacksonville, Florida 32205

society, state fair or exposition.

- (E) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- (F) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (G) To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.
- (H) To become guarantor or surety for any person, firm or corporation for any purpose of transaction whatsoever.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The corporation shall be authorized to issue its common stock in accordance with the provision of section 1244 of the Internal Revenue Code of 1954, as amended, pursuant to such prior plans as it may from time to time adopt at its first organizational meeting.

The maximum number of shares of common stock the corporation shall be authorized to have outstanding at any time shall be One thousand (1,000.00) shares of common stock of the par value of \$1.00 per share; and the corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than \$1,000.00 for the issuance of its shares of common stock.

None of the holders of shares of common stock of the corporation shall be entitled as a matter of right of purchase, subscribe for or otherwise acquire any new or additional shares of capital stock of the corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin

ARTICLE X. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding, it shall be found by the majority in the matter of controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XI. AMENDMENT

These 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 simple majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intent that a certain amendment of these articles of incorporation be made.

ARTICLE XII. EFFECTIVE DATE

These articles shall be effective, and incorporated into the existing articles of incorporation, as of May 15, 1996.

Dated: May 06, 1996.


"Incorporator"

ARTICLE XIII. REGISTERED AGENT'S ACCEPTANCE

I, Wendell S. Morrison, accept the responsibilities of registered agent of **AMERICAN DENTAL BENEFIT CONSULTANT, INC.**


"Registered Agent"

FILED
96 MAY 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 MAY -8 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hand and affixed their seal this 6th day of May, 1996.

 (SEAL)
WENDELL S. MORRISON

STATE OF FLORIDA)

) **

COUNTY OF DUVAL)

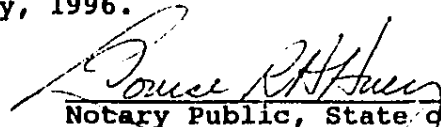
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

WENDELL S. MORRISON

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribe to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of May, 1996.

LOUISE R.A. HURY
Notary Public, State of Florida
My Comm. Expires August 22, 1998
No. CC 384868
Bonded Thru Official Notary Service


Notary Public, State of Florida
My commission expires 8/22/98