

P970000/6020

February 3, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002089472--9
-02/17/97--01095--001
****122.50 ****122.50

In Re: Direct Dental Systems, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,



Robin Rance

Enclosures

FILED
97 FEB 17 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DIRECT DENTAL SYSTEMS, INC.**

FILED
97 FEB 17 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be Direct Dental Systems, Inc. The principal office of this Corporation shall be 2300 SE Ocean Boulevard, Suite A4-191, Stuart, Florida 34996. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be two thousand (2000) shares of common stock at one dollar (\$1.00) par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Duration

The Corporation shall have perpetual existence.

V

Registered Agent

The address of this Corporation's initial registered office is 2300 SE Ocean Boulevard, Suite A4-191, Stuart, Florida 34996, and the name of its initial Registered Agent at said address is Lynn Rance.

VI

Incorporator

The names and addresses of the Incorporators are as follows:

Lynn Rance
2300 SE Ocean Boulevard
Suite A4-191, Stuart
Florida 34996

Robin Rance
2300 SE Ocean Boulevard
Suite A4-191, Stuart
Florida 34996

VIII

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XI

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

In Witness Whereof, the undersigned Incorporators have executed these
Articles of Incorporation this 6th day of February 1997.

By: *Lynn Rance*
LYNN RANCE

By: *Robin Rance*
ROBIN RANCE

FILED
9 FEB 17 AM 8:03
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

State of Florida
County of Martin

The Foregoing Instrument was acknowledged before me this 6th day of February 1997, by LYNN RANCE after producing Florida Driver's License # H 400 533 54 730, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 6th day of February 1997.

Christine M. Penny
NOTARY PUBLIC-State of Florida

My commission expires:

State of Florida
County of Martin

OFFICIAL NOTARY SEAL
CHRISTINE M PENNY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC595381
MY COMMISSION EXP. OCT. 23, 2000

The Foregoing Instrument was acknowledged before me this 6th day of February 1997, by ROBIN RANCE, who after producing Florida Driver's License # 2520-721-42-305-0, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 6th day of February 1996.

Christine M. Penny
NOTARY PUBLIC-State of Florida

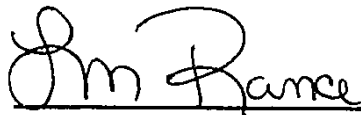
My commission expires:

OFFICIAL NOTARY SEAL
CHRISTINE M PENNY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC595381
MY COMMISSION EXP. OCT. 23, 2000

**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **DIRECT DENTAL SYSTEMS, INC.**, a Corporation for Profit, has named **LYNN RANCE, 2300 SE Ocean Boulevard, Suite A4-191, Stuart, Florida 34996**, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


LYNN RANCE

FILED
97 FEB 17 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA