

P. 97000048798



ACCOUNT NO. : 072100000032
REFERENCE : 413359 82650A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : June 3, 1997
ORDER TIME : 10:15 AM
ORDER NO. : 413359-005

CUSTOMER NO: 82650A
CUSTOMER: Ms. Judy Passante
GESCHEIDT AND FOREMAN

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-06/03/97--01065--015
*****70.00 *****70.00

Suite 320
400 S. Dixie Highway
Boca Raton, FL 33432-6021

DOMESTIC FILING

NAME: SAE DENTAL PRODUCTS USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday
EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA
97 JUN -3 PM 1:40
CORPORATION

RECEIVED
97 JUN -3 AM 11:21
DIVISION OF CORPORATION

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44 JUN - 3 1997

ARTICLES OF INCORPORATION
OF
SAE DENTAL PRODUCTS USA, INC.

FILED
97 JUN -3 PM 1:40
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida under the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SAE DENTAL PRODUCTS USA, INC..

ARTICLE II

The principal place of business shall be situated at 400 South Dixie Highway, Suite 320, Boca Raton, Florida 33432, and said corporation shall have the right and privilege of establishing, operating and doing business in such other counties of the State of Florida and in such states of the United States and foreign countries as the Board of Directors may from time to time order and establish.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so owned, held or occupied by the corporation, buildings or other structures, with their appurtenances, and to operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the corporation;

To acquire, by purchase, lease or manufacture or otherwise, any personal property deemed necessary or useful in the furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

To buy, purchase, exchange, hire, lease, sell, convey, encumber, or otherwise deal in real estate and property, either improved or unimproved, and any rights or interest therein, and to hold, own, control, manage and develop the same.

To purchase or otherwise acquire real and personal property of any and all kinds that may be lawfully acquired held by a business corporation, and in particular lands, leaseholds, shares of stock, mortgages, bonds and other securities.

To sell, manage, improve, develop, assign, transfer, convey, lease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber lands, buildings, real property, chattels, real or other property of the company, real or personal;

To lend money on bonds secured by mortgages on real property or to lend money and make advances from time to time on bonds secured by mortgages for future advances upon real estate or any interest therein;

To issue debenture bonds secured by mortgages, upon property of this company or otherwise, and to sell the same; to borrow money, make and issue its promissory notes, bonds or other evidences of indebtedness, whether secured by mortgage, pledge or otherwise;

To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, bonds, debentures or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefore, its own stock, bonds and other obligations;

To operate, conduct and maintain any and all types of business as may be lawfully carried on in the State of Florida, other states and foreign countries, and to do all things necessary and proper to the conduct of any such business so operated, conducted, not inconsistent with the laws of the State of Florida;

To do everything necessary, suitable and proper for the accomplishment of any of the purposes and the attainment of any of the objects and furtherance of any of the powers hereinabove set forth, whether alone or in as association with other corporations, firms, individuals, or as principal, or agent, and to do every and all acts and things, incidental to, appurtenant to, or growing out of or connected with the aforesaid purposes, objects and powers, or any part thereof, not inconsistent with the laws of the State of Florida

The total authorized capital stock of the corporation shall be 2,100 shares of common stock at a par value of \$1.00 per share, fully paid and nonassessable, payable in cash, property, labor and services at a just value.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The post office address of the corporation shall be 400 South Dixie Highway, Suite 320, Boca Raton, Florida 33432.

ARTICLE VI

The business of the corporation will be conducted by a board of not less than one (1) director nor more than nine (9) directors as may be determined by the By-laws, and the absence of such

determination may be determined by the By-Laws, and the absence of such determination shall consist of one (1) director.

ARTICLE VII

The names and street addresses of the first Board of Directors, each of whom is of full age and at least one of whom is a citizen of the United States, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Richard A. Gescheidt
400 South Dixie Highway, Suite 320
Boca Raton, Florida 33432

ARTICLE VIII

The names and street addresses of each subscriber to these Articles of Incorporation and the number of shares of stock which each agree to take are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>	<u>VALUE</u>
Richard A. Gescheidt 400 South Dixie Highway, Suite 320 Boca Raton, Florida 33432	100	\$100.00

ARTICLE IX

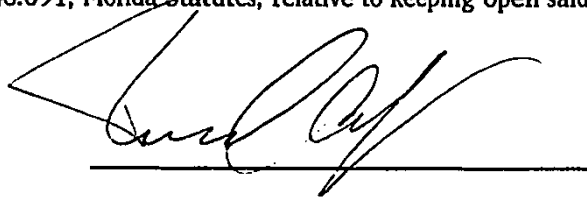
This corporation has named Richard A. Gescheidt, 400 South Dixie Highway, Suite 320 Boca Raton, Florida 33432 as its agent to accept service of process within this state.

ARTICLE X

The street address of the corporation's initial registered office is 400 South Dixie Highway, Suite 320, Boca Raton, Florida 33432 and the name of the corporation's Registered Agent at the above address is Richard A. Gescheidt.

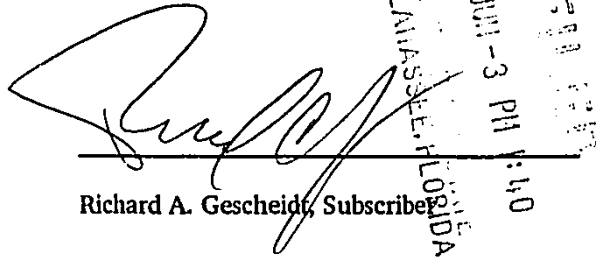
ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of said Chapter 48.091, Florida Statutes, relative to keeping open said office.



Richard A. Gescheidt
Registered Agent

IN WITNESS WHEREOF, the subscriber has hereunto affixed his hand and seal this June 2, 1997.



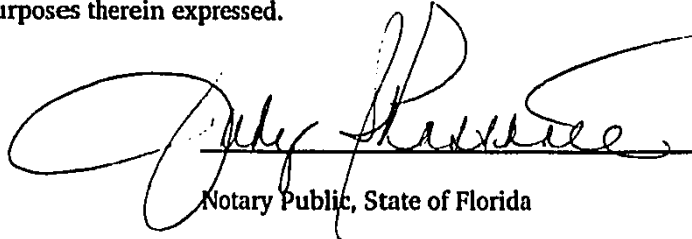
TALLAHASSEE, FLORIDA
JUN-02-97 3 PM 1:40

Richard A. Gescheidt, Subscriber

STATE OF FLORIDA

COUNTY OF PALM BEACH

The Foregoing Instrument was acknowledged before me this June 2, 1997 by Richard A. Gescheidt who is personally known to me, and who acknowledged executing the foregoing Articles of Incorporation for the uses and purposes therein expressed.



Notary Public, State of Florida

