

P 98000068395



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD

**FOR PICKUP BY
UCC SERVICES**

OFFICE USE ONLY (Document #)

681893

200002608422-- 6
-08/05/98--01093--006
*****70.00 *****70.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Center Dental Lab Inc.

FILED
98 AUG -5 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walk In

Pick Up Time

Certified Copy

Mail Out

Certificate of Status

Will Wait

Certificate of Good Standing

Photocopy

ARTICLES ONLY

ALL CHARTER DOCS

RUSH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

RECEIVED
98 AUG -5 PM 2:03
DIVISION OF CORPORATION

Ordered By: _____

Date: _____

BH 8/5/98

ARTICLES OF INCORPORATION
OF
THE CENTER DENTAL LAB, INC.

FILED
98 AUG -5 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of this corporation is THE CENTER DENTAL LAB, INC.

ARTICLE II.
PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 111 Second Avenue N.E., Suite 1104, St. Petersburg, Florida 33701.

ARTICLE III.
DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE IV.
PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.
CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.
REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are GLENN E. DuPONT, 111 Second Avenue, N.E., Suite 1104, St. Petersburg, Florida 33701.

ARTICLE VII.
INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than four (4). The names and addresses of the initial directors of this corporation are:

REUBEN R. ROACH
111 Second Avenue, N.E.
Suite 1104
St. Petersburg, FL 33701

GLENN E. DuPONT
111 Second Avenue, N.E.
Suite 1104
St. Petersburg, Fl 33701

DeWITT WILKERSON
111 Second Avenue, N.E.
Suite 1104
St. Petersburg, FL 33701

KENNETH W. GRUNDSET
111 Second Avenue, N.E.
Suite 1104
St. Petersburg, Fl 33701

ARTICLE VIII.
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are SUSAN W. CARLSON, 150 Second Avenue North, Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X.
BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.
INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

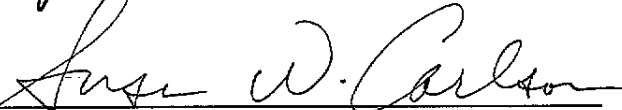
ARTICLE XII.
PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII.
CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned, executes these Articles of Incorporation this 4th day of August, 1998.

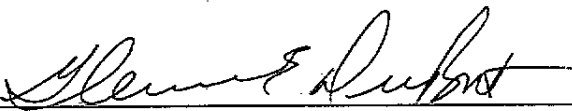


SUSAN W. CARLSON
INCORPORATOR

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 29th day of July, 1998.



GLENN E. DUPONT
REGISTERED AGENT

129690

FILED
98 AUG -5 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA