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JOHN J. MURPHY III
MEMBER FLORIDA AND NEW YORK BARS

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April 6, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: THOMAS BERTHOLD, INC.
OUR FILE NO. 99-041JM

400002834874--2

-04/09/99--01071--005

****122.50 *****78.75

Dear Gentlemen:

Enclosed herein please find certificate of incorporation for **THOMAS BERTHOLD, INC.**, along with our trust account check in the amount of **\$122.50** to cover the filing fee. Please furnish the undersigned with a certified copy of same. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,

JOHN J. MURPHY III, P.A.

JOHN J. MURPHY III, ESQ.

JJM/sea

Enclosures

cc: **Thomas Berthold**

Dmc
4/13/99

FILED
99 APR -9 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

THOMAS BERTHOLD, INC.

FILED
99 APR -9 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby associate myself together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

The name of this Corporation shall be THOMAS BERTHOLD, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be:

1. To engage in the business of manufacturing and selling wholesale dental equipment and supplies. To manufacture, produce, import, purchase, or otherwise acquire, hold, own, use, export, sell at wholesale, or otherwise dispose of dental equipment and supplies of any and all kinds.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, 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.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

ARTICLE III.

The authorized capital stock of this Corporation shall be one hundred (100) shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital to begin the business herein and operate same shall be a total of Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE V.
PRINCIPAL OFFICE

The principal office of the corporation shall be located at 6012 Dewey Street, Hollywood, Florida 33023, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

ARTICLE VI.
CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII.
NUMBER OF DIRECTORS

The number of directors shall be not less than one (1) nor more than three (3), but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII.
DIRECTORS

The name and addresses of the first Board of Directors of this Corporation are:

Thomas Berthold
President/Secretary/Treasurer

6012 Dewey Street
Hollywood, Florida 33023

ARTICLE IX.
NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

Thomas Berthold
President/Secretary/Treasurer

6012 Dewey Street
Hollywood, Florida 33023

100 Shares

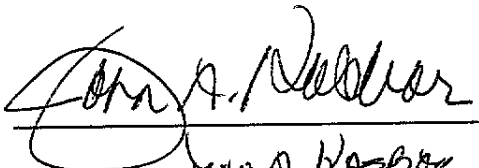
**ARTICLE X.
REGISTERED AGENT**


Thomas Berthold is hereby named as the original Registered Agent of this corporation, upon whom service of process may be held in accordance with the laws of the State of Florida, and the street address of the initial Registered Agent's office is:

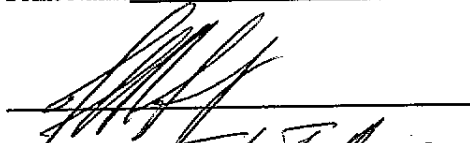
6012 Dewey Street, Hollywood, Florida 33023.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing Certificate of Incorporation, this 5 day of April, 1999.

WITNESSES:


Print Name John A. Nasbar


Thomas Berthold

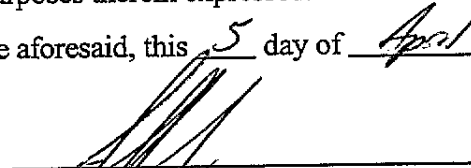

Print Name John T. McGee

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, Thomas Berthold personally known to me, and he acknowledged before me that he executed the foregoing Certificate of Incorporation for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 5 day of April, 1999.


NOTARY PUBLIC



John J. Murphy
MY COMMISSION # CC745206 EXPIRES
September 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

FILED

99 APR -9 PM 3:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 48.091, Fla. Stats., the following is submitted:
THOMAS BERTHOLD, INC., a corporation desiring to organize under the laws of the State of Florida, has named Thomas Berthold as its initial Registered Agent, and the initial street address of the initial registered office of said agent is:

6012 Dewey Street, Hollywood, Florida 33023.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named 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.



Thomas Berthold