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99 MAY 12 AM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Patricia Pyant

ORDER DATE : May 11, 1999

ORDER TIME : 3:11 PM

ORDER NO. : 236931-005

CUSTOMER NO: 4302451

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CUSTOMER: Malachi Bergson, Esq
WEIL GOTSHAL & MANGES LLP
WEIL GOTSHAL & MANGES LLP
767 Fifth Avenue
Room 309
New York, NY 101530119

DOMESTIC FILING

NAME: SIGNATURE DENTAL PLAN OF
FLORIDA MERGER, 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: Janna Wilson

EXAMINER'S INITIALS:

7/14 5/12/99 ✓

RECEIVED
99 MAY 12 PM 3:51

ARTICLES OF INCORPORATION
OF
SIGNATURE DENTAL PLAN
OF FLORIDA MERGER, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLES OF INCORPORATION
OF
SIGNATURE DENTAL PLAN
OF FLORIDA MERGER, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as sole incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called "Corporation") is SIGNATURE DENTAL PLAN OF FLORIDA MERGER, INC.

SECOND: The address of the principal office of the Corporation is 200 North Martingale Road, Schaumburg, Illinois 60173-2096.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 dollars each and are of the same class and are to be common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the Corporation at the said registered office is the Corporation Service Company.

The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the sole incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME
Joseph P. Glynn

ADDRESS
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153-0119

SIXTH: The purposes for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To engage in any lawful business and activities permitted for dental service plan corporations and to have all the general powers granted to corporations under the provisions of the Florida Business Corporation Act as and to the extent modified by the Florida Statutes.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the Corporation, it is further provided:

1. The management of the business and conduct of the affairs of the Corporation shall be vested in its Board of Directors. The Board of Directors shall be composed of one or more individuals, in accordance with the Bylaws. The Board of Directors is authorized to alter or repeal the Bylaws. Election of directors need not be by written ballot. The shareholders may authorize the reimbursement of any expenses incurred by directors in attending meetings of the Board of Directors, may authorize the directors be paid a fixed sum for attendance at meetings for the Board of Directors, may authorize payment of stated salaries to directors and may authorize payment of compensation to directors for other services rendered as directors of the Corporation. The Board of Directors shall not fix or otherwise provide for reimbursements, salaries or other compensations to directors.

2. After the filing of the Articles of Incorporation, the incorporator shall conduct an organizational meeting of the incorporator, or shall take written organizational action in lieu of organizational meeting for the purpose of adopting Bylaws and electing directors to serve until the first annual meeting of shareholders or until their successors are elected and qualify. Thereafter, the management of the business and conduct of the affairs of the Corporation shall immediately pass to and vest in the Board of Directors.

3. Each outstanding common share of the Corporation entitles the holder thereof to notice of, and the right to vote at, any meeting of shareholders.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons which it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

4. Signed on May 11, 1999


Name Joseph P. Glynn
Sole Incorporator

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Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlop
[Name], [Title]

Date: 5-12-99