

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 105510



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Aspen Dental Management, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

4. The date of its incorporation is February 9, 1999 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o Corporation Service Company, 1013 Centre Road, Wilmington, DE 19805
6. The address of its proposed registered office in Rhode Island is c/o Edwards & Angell, LLP, 2800 BankBoston Plaza
(Street)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Christopher D. Graham, Esq.
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To operate a dental practice management company, and for any other lawful act or activity for which corporations may be organized under the Rhode Island Business Corporations Act.

8. The names and respective addresses of the directors and officers are:

| | Name | Address |
|----------------|--------------------------|--|
| Director | <u>Thomas W. Gorman</u> | <u>124 Northern Lights Drive, North Syracuse, NY 13212</u> |
| Director | <u>Andreas P. Graham</u> | <u>124 Northern Lights Drive, North Syracuse, NY 13212</u> |
| President | <u>Robert A. Fontana</u> | <u>124 Northern Lights Drive, North Syracuse, NY 13212</u> |
| Vice President | <u>none</u> | |
| Secretary | <u>Andreas P. Graham</u> | <u>124 Northern Lights Drive, North Syracuse, NY 13212</u> |
| Treasurer | <u>Geoffrey Lewis</u> | <u>124 Northern Lights Drive, North Syracuse, NY 13212</u> |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|------------------|-----------|----------------------|--|
| 875,000 | Preferred | Series A Convertible | \$1.00 par value |
| 5,000,000 | Common | Class A | \$.01 par value |
| 1,125,000 | Common | Class B | \$.01 par value |
| 1,000,000 | Common | Class C | \$.01 par value |

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| Number of Shares | Class | Series | Par Value or Statement that Shares are without Par Value |
|------------------|-----------|----------------------|--|
| 875,000 | Preferred | Series A Convertible | \$1.00 par value |
| 553,443 | Common | Class A | \$.01 par value |
| 1,705,058 | Common | Class B | \$.01 par value |
| -0- | Common | Class C | \$.01 par value |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,500,000.00.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 100,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located 6.67 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 15,000,000.00.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,000,000.00.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 6.67 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Dated March 11 19 99

ASPEN DENTAL MANAGEMENT, INC.

(Exact Corporate Name of Corporation Making Application)

By [Signature]
 Robert A. Fontana
 President or Vice President (check one)

AND
 By [Signature]
 Christopher D. Graham
 Secretary or Assistant Secretary (check one)

FILED

MAR 23 1999

By MD 220663

STATE OF New York
 COUNTY OF Oranadaga

In Syracuse, NY on this 11th day of March 19 99 personally appeared before me Robert A. Fontana an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]

Notary Public
 My Commission Expires: _____

CAROL L. REICHEL
 Notary Public State of NY
 Qual. Onon. Co., No. 01RE5025395
 My Comm. Exp. Mar. 28, 2000