

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

ID Number: 126926



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
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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 HENRY SCHEIN, 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 DEC. 23, 1992 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 1209 ORANGE ST WILMINGTON DE

6. The address of its proposed registered office in Rhode Island is 10 WEYBOSSET STREET
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT CORPORATION SYSTEM
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
SALE AND SUPPLY OF DENTAL PRODUCTS, EQUIPMENT AND SUPPLIES.

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

	<u>Name</u>	<u>Address</u>
Director	See attached officers/directors rider	
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

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By: [Signature]

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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
120,000,000	COMMON	N/A	.01
1,000,000	PREFERRED	N/A	.01

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
42,159,488	COMMON	N/A	.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 189,937,508.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(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, is 0%. [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 \$ 1,207,641,982.

(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 \$ 5,506,511.

(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 is 0.46% [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.

Date: 7/2/02

HENRY SCHEIN, INC.
 Print Exact Name of Corporation Making Application
 By [Signature]
 President or Vice President (check one)
 By [Signature] **AND** [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF NEW YORK
 COUNTY OF SUFFOLK

In Melville NY, on this 2nd day of July, 2002, personally appeared before me MICHAEL ETTINGER who, being by me first duly sworn, declared that he/she is the VICE PRESIDENT of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: TAT-SING LEUNG
NOTARY PUBLIC, State of New York
No. 30-4634192
 Qualified in Nassau County
 Commission Expires August 31, 2002

EXHIBIT "A"

HENRY SCHEIN, INC. DIRECTORS AND OFFICERS

<u>Stanley M. Bergman</u>	Chairman, Chief Executive Officer, President and Director Henry Schein, Inc. 135 Duryea Rd., Melville, NY 11747
<u>Gerald A. Benjamin</u>	Executive Vice President, Chief Administrative Officer and Director Henry Schein, Inc. 135 Duryea Rd., Melville, NY 11747
<u>James P. Brzslawski</u>	Executive Vice President, President of US Dental and Director Henry Schein, Inc. 135 Duryea Rd., Melville, NY 11747
<u>Leonard A. David</u>	Vice President Human Resources, Special Counsel and Director Henry Schein, Inc. 135 Duryea Rd., Melville, NY 11747
<u>Mark E. Mlotek</u>	Senior Vice President Corporate Business Development Group and Director Henry Schein, Inc. 135 Duryea Rd., Melville, NY 11747
<u>Steven Paladino</u>	Chief Financial Officer, Executive Vice President and Director Henry Schein, Inc. 135 Duryea Rd., Melville, NY 11747
<u>Barry Alperin</u>	Director 875 Park Avenue, New York, NY 10021
<u>Pamela Joseph</u>	Director 407 Aspen Oak Drive, Aspen, CO 81611
<u>Donald Kabat</u>	Director 7911 L'Aquila Way, Delray Beach, FL 33446
<u>Marvin H. Schein</u>	Director Henry Schein, Inc. 137 Commercial St., Suite 300, Plainview, NY 11803
<u>Irving Shafran</u>	Director 805 Third Avenue, 6 th Floor, New York, NY 10022
<u>Michael Racioppi</u>	President, Medical Group Henry Schein, Inc., c/o Micro Bio-Medics, 846 Pelham Parkway, Pelham Manor, NY 10803
<u>Michael E. Fittinger</u>	Vice President, Secretary and General Counsel Henry Schein, Inc. 135 Duryea Rd., Melville, NY 11747

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "HENRY SCHEIN, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE SECOND DAY OF NOVEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE NINETEENTH DAY OF FEBRUARY, A.D. 1997, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTEENTH DAY OF NOVEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SIXTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTH DAY OF FEBRUARY, A.D. 2002, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE FIFTH DAY OF FEBRUARY, A.D. 2002, AT 9:05 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1922964

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DATE: 08-06-02