

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

ID Number:

129244



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 Dental Benefit Providers, 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 11-15-99 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 Corporation Trust Center, 1201 Orange Street, Wilmington, DE 19801

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 C T CORPORATION SYSTEM

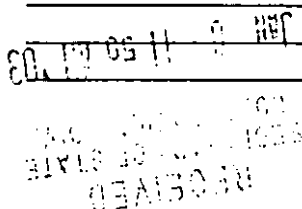
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Management and administration of prepaid dental care programs and general business purposes.

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

	<u>Name</u>	<u>Address</u>
Director	<u>See attached list</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		



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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
100,000	Common	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
100,000	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 \$ 5,000,000.
- (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 \$ 303,021,010.
- (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 \$ 0.
- (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 % [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: 12 / 6 / 02

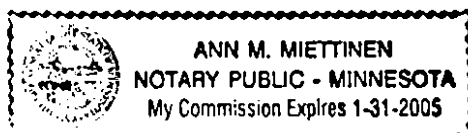
Dental Benefit Providers, Inc.

Print Exact Name of Corporation Making Application

By [Signature]
☒ President or ☐ Vice President (check one)
AND
By [Signature]
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Minnesota
COUNTY OF Hennepin

In Minnesota, on this 6th day of December, 2002, personally appeared before me Timothy F. Ryan who, being by me first duly sworn, declared that he/she is the Secretary 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.



Notary Public
My Commission Expires: 1-31-2005

DENTAL BENEFIT PROVIDERS, INC.
List of Officers and Directors

Officers:

Kevin J. Ruth	President	Three Irvington Centre 800 King Farm Boulevard, Suite 600 Rockville, MD 20850
William B. Merrill	Vice President	Three Irvington Centre 800 King Farm Boulevard, Suite 600 Rockville, MD 20850
John W. Kelly	Vice President, Tax	9900 Bren Road East Minnetonka, MN 55343
George Lawrence Mikan III	Treasurer	9900 Bren Road East Minnetonka, MN 55343
Timothy F. Ryan	Secretary	9900 Bren Road East Minnetonka, MN 55343
Allan J. Weiss	Assistant Treasurer	9900 Bren Road East Minnetonka, MN 55343
David J. Lubben	Assistant Secretary	9900 Bren Road East Minnetonka, MN 55343

Directors:

Ronald B. Colby	9900 Bren Road East Minnetonka, MN 55343
Kevin J. Ruth	Three Irvington Centre, 800 King Farm Boulevard, Suite 600 Rockville, MD 20850
David S. Wichmann	9900 Bren Road East Minnetonka, MN 55343

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 ON FILE OF "DENTAL BENEFIT PROVIDERS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

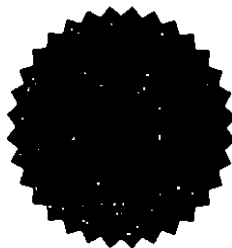
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF NOVEMBER, A.D. 1999, AT 1 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SECOND DAY OF FEBRUARY, A.D. 2000, AT 4 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, CHANGING ITS NAME FROM "DBP ACQUISITION, INC." TO "DENTAL BENEFIT PROVIDERS, INC.", FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2101875

DATE: 11-20-02