

Articles of Incorporation of Cahaba Dental Lab, Inc.

The undersigned, being over 21 years of age, and acting as Incorporators of the Corporation under the Alabama Business Corporation Act adopt the following Articles of Incorporation:

Article I

NAME

The name of the Corporation is Cahaba Dental Lab, Inc.

Article II

STOCK

This Corporation will have the authority to issue 1,000 shares with a par value of \$1.00 per share.

Article III

CORPORATE OFFICE AND REGISTERED AGENT

The office of this Corporation is 2006 Old Montgomery Highway, Birmingham, Alabama 35244.

The Registered Agent of this Corporation is Jonathan Davis.

Article IV

INCORPORATORS

The name and address of the incorporators are:

Jonathan Davis, 2006 Old Montgomery Highway, Birmingham, Alabama 35244.

Richard G. Reynolds, Jr. 2006 Old Montgomery Highway, Birmingham, Alabama 35244.

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Article V

DIRECTORS

The initial board of directors will be composed of the following members:
Jonathan Davis 2006 Old Montgomery Highway, Birmingham, Alabama 35244; and
Richard G. Reynolds, Jr. 2006 Old Montgomery Highway, Birmingham, Alabama 35244.

Article VI

PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity under the laws of the state of Alabama.

Article VII

DURATION

The duration of this Corporation is perpetual.

Article VIII

POWERS OF THE CORPORATION

This Corporation will have all of the powers specified in Section 10-2B-3.02 of the Alabama Business Corporation Act.

Article IX

PREEMPTIVE RIGHTS

After the first 100 shares of this Corporation are issued, each holder of the shares will have the first right to purchase additional shares of this Corporation that may be issued from time to time (including treasury shares). Each such holder of shares may purchase an amount equal to (1) the total additional shares times (2) the ratio existing between the number of shares he holds at the time of the new issue and the number of shares outstanding (exclusive of treasury shares).

This first right to purchase will be deemed waived by any Shareholder who does not exercise it, or who does not pay for the shares preempted, within 30 days of receiving written notice from the Corporation stating the prices and terms of the issue of shares and inviting him to exercise his preemptive rights.

Article X

REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

1. Meetings. Meetings of the Shareholders and directors of this Corporation will be held either in or out of the State of Alabama at such place or places as may be designated in the Bylaws or by the Board of Directors.

2. Bylaws. The initial Bylaws of this Corporation will be adopted by its Board of Directors. The affirmative vote of a majority of shareholders will be necessary to amend or repeal the Bylaws. The Bylaws may contain any provisions for the management of this Corporation that are consistent with the Alabama Business Corporation Act and with these Articles.

3. Contracts Involving Directors. No contract or other transaction of this Corporation with any person or corporation will be invalidated or affected by (1) the fact that a director of this Corporation has an interest in or is an officer of such other corporation, or (2) the fact that any director may be involved or has an interest in the contract or transaction. A person who may become a director of this Corporation is relieved of any liability arising by reason of his contracting with this Corporation for his own benefit or for the benefit of any corporation in which he may have an interest.

The undersigned, being the Incorporators of this Corporation, execute these Articles of Incorporation, this the 2nd day of January, 1997.


Incorporator


Incorporator

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Cahaba Dental Lab, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ ^{Shelby} County and is for the exclusive use of Jonathan Davis, 2006 Old Montgomery Hwy, Birmingham, AL 35244 for a period of one hundred twenty days beginning September 30, 1996 and expiring January 29, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 30, 1996

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State

Inst # 1997-00304

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