

F0488-1600

on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of 30 day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other common shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within 30 days after the mailing or delivering of the copies of the offers to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

(2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

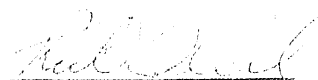
(3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

(4) If within the period provided for above, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the

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purchaser or transferee than those specified on his notice to the Secretary of the corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 11th day of July, 1984.



Richard A. Clark.
Sole Incorporator

Form A-100 Prescribed by Secretary of State Ted W. Brown

Original Appointment of Agent**F0488-1602**

The undersigned, being at least a majority of the incorporators of

Dick Clark Associates, Inc.

(Name of Corporation)

hereby appoint Richard A. Clark

(Name of Agent)

(a natural person resident in the county in which the corporation has its principal office) or (a corporation having a business address in the county in which the corporation has its principal office) (strike out phrase not applicable) upon whom (which) any process, notice or demand required or permitted by statute to be served upon the corporation may be served.

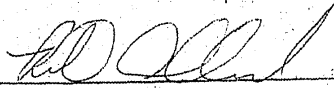
His (Its) complete address is 814 Cookson Avenue, S. E., New Philadelphia

(Street or Avenue)

(City or Village)

Tuscarawas County, Ohio, 44663

(Zip Code)


 Richard A. Clark, Sole Incorporator

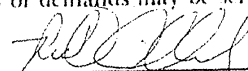
 AGENT'S ADDRESS
 MUST BE

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

New Philadelphia, OhioJuly 11, 1984Dick Clark Associates, Inc.

(Name of Corporation)

Gentlemen: I hereby accept appointment as agent of your corporation upon whom process, tax notices or demands may be served.


 RICHARD A. CLARK (Signature of Agent)
By _____
(Signature of Officer Signing and Title if Agent is a Corporation)

CORPORATION MUST BE ACCOMPANIED BY AN ORIGINAL APPOINTMENT OF AGENT. THERE IS NO ASSIGNMENT.

LAW OFFICES OF

Buehler & Nemitz

216 N. Broadway • New Philadelphia, Ohio 44663 • 216/364-5564

F0488-1602TREVOR • BUEHLER
EUGENE • NEMITZ, JR.

JAMES A. RANKE

July 11, 1984

Secretary of State,
State of Ohio
Corporations Section
14th Floor, State Office Tower
Columbus, OH 43216

Re: Dick Clark Associates, Inc.

Gentlemen:

Enclosed for filing with your office are the following in regard to
Dick Clark Associates, Inc.

1. Articles of Incorporation;
2. Original Appointment of Statutory Agent.

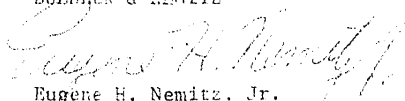
Also enclosed is our check in the amount of \$75.00 for the filing fee.

PLEASE FILE THESE PAPERS AS SOON AS POSSIBLE. The filed articles
and the Appointment of Statutory Agent should be returned to the
undersigned.

Thank you for your cooperation.

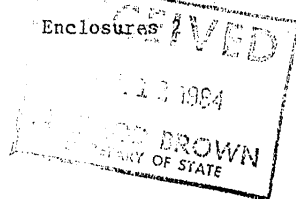
Very truly yours,

BUEHLER & NEMITZ


Eugene H. Nemitz, Jr.

EHN/mlt

Enclosures





State of Ohio
Department of State

F0488-1595

Sherrod Brown
Secretary of State

Date 7/19/84

Number 637737

Receipt No. 3645

F488-1595 0209

Received of
or filed by BUEHLER & NEMITZ

The sum of \$ 75.00 for filing ARF of

DICK CLARK ASSOCIATES, INC.

Returned to:

BUEHLER & NEMITZ
ATT: E.H. NEMITZ, JR.

216 N. BROADWAY
NW, PHILADELPHIA, OH 44663

RECEIPT

ARF \$ 75.00

Name:
DICK CLARK ASSOCIATES, INC.

Total Fee: \$ 75.00

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Department of State

The State of Ohio

Sherrod Brown

Secretary of State

637737

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ART

of:

DICK CLARK ASSOCIATES, INC.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll F473 at Frame 1597 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 12TH day of JULY,

A.D. 19 84.

Sherrod Brown

Sherrod Brown

Secretary of State

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APPROVED

By: 7/12/84
Date: 7/12/84
Amount: 75ARTICLES OF INCORPORATION
OF
Dick Clark Associates, Inc.

The undersigned, desiring to form a corporation for profit under the General Corporation Law of Ohio, hereby certifies:

ARTICLE ONE
NAME

The name of said corporation shall be Dick Clark Associates, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The place in the State of Ohio where its principal office is to be located is at 814 Cookson Avenue, S. E., New Philadelphia, in Tuscarawas County, Ohio.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is to be formed is to engage in the sale of dental products and to engage in any and all lawful acts or activities for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

ARTICLE FOUR
NUMBER OF SHARES

The maximum number of shares which the corporation is authorized to have outstanding is 750 shares, all of which shall be common shares without par value.

ARTICLE FIVE
SUPPLEMENTAL DIRECTORS' AUTHORIZATION

The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and if any, what part of its surplus, however created or arising shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply such surplus, or any part thereof at any time or from time to time in the purchase or acquisition of shares of any class, voting trust, certificates for shares, bonds, debentures, notes, scrip warrants, obligations, evidences of indebtedness of the corporation or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient.

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ARTICLE SIX
REDEMPTION

The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

ARTICLE SEVEN
SHAREHOLDER VOTING

Notwithstanding any provision of the General Corporation Law of Ohio now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to vote two-thirds of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares, entitling them to exercise a majority of the voting power of the corporation or of such class of shares thereof.

ARTICLE EIGHT
CAPITAL

The amount of capital with which the corporation will begin business will be not less than \$500.00.

ARTICLE NINE
SELF DEALING

No officer, director or shareholder of the corporation shall be disqualified by his office, membership or stock ownership from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or in any other similar or dissimilar capacity; nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any such officer, director or shareholder of the corporation, any firm of which he may be a member, or any other corporation or affiliate or subsidiary of which he may be an officer, director or shareholder, is in any way interested in such transaction, contract or act, provided the interest of such officer, director or shareholder is disclosed or known by the Board of Directors of the Corporation, or such members thereof as shall be present at any meeting at which action is taken upon such transaction, contract or act. Neither shall such officer, director or shareholder be accountable or otherwise responsible to the corporation for or in connection with any such transaction, contract or act, or for any gains or profits realized by him by reason of the fact that he, any firm of which he is a member, or any corporation or affiliate or subsidiary of which he is an officer, director or shareholder, is interested in any such transaction, contract, or act. Any such officer, director or shareholder, if he is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action upon such transaction, contract or act, and he may vote at any such meeting to authorize, adopt, ratify or approve any such transaction, contract or

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act to the same extent as if he, any firm of which he is a member or any other corporation or affiliate or subsidiary of which he is an officer, director or shareholder, were not interested in such transaction, contract or act.

ARTICLE TEN INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify each present and future director and officer of the Corporation against any costs and expenses which may be actually and reasonably imposed on or incurred by him in connection with any claim, action, suit or proceeding hereafter made or instituted in which he may be involved by reason of his being or having been a director or officer of the Corporation or of any other corporation in which he served or serves as a director or officer at the request of the Corporation (whether or not he continues to be a director or officer at the time of imposition of such costs or incurring of such expenses) such costs and expenses to include the cost of such director or officer of reasonable settlements made with a view to curtailment of costs of litigation (other than amounts paid to the Corporation itself or to such other corporation served at the request of the Corporation). The Corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable because of dereliction or bad faith in the performance of his duties as such director or officer nor in respect to cases where a majority of the directors of the Corporation acting on advice of counsel shall have authorized in the action, suit or proceeding against him or shall determine that such director or officer has been guilty of dereliction or bad faith, nor (except with the approval of a court of competent jurisdiction) in respect of any matter on which a settlement is effected if the amount paid by the director or officer in such settlement shall substantially exceed the expenses which might be incurred by him after the date of settlement in conducting litigation to a final conclusion, nor against judgments rendered against such director or officer in such litigation. The foregoing right to indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

ARTICLE ELEVEN TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the common shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

(1) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within 30 days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and