

State of Idaho

Office of the Secretary of State

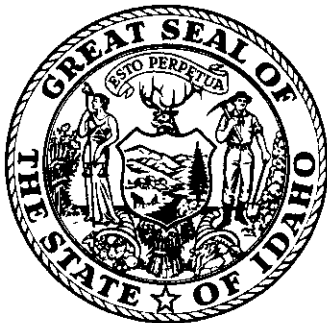
**CERTIFICATE OF AUTHORITY
OF
GROUP DENTAL SERVICE, INC.**

File Number C 166303

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 17 April 2006



Ben Ysursa
SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2006 APR 17 AM 9:32

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:
Group Dental Service, Inc.
2. The name which it shall use in Idaho is: _____
3. It is incorporated under the laws of: Maryland
4. Its date of incorporation is: 09/24/1992
5. The address of its principal office is:
111 Rockville Pike, Suite 950, Rockville, MD 20852
6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Ralph H. Foxman</u>	<u>Chair/CEO & Director</u>	<u>111 Rockville Pike, Ste 950, Rockville MD</u>
<u>Ethan D. Foxman</u>	<u>President & Director</u>	<u>111 Rockville Pike, Ste 950, Rockville MD</u>
<u>Olga C. Ratkowski</u>	<u>Vice President</u>	<u>111 Rockville Pike, Ste 950, Rockville MD</u>
<u>Jeff S. Lehrfeld</u>	<u>Treasurer</u>	<u>111 Rockville Pike, Ste 950, Rockville MD</u>
<u>William A. Freshwater</u>	<u>Corporate Secretary</u>	<u>111 Rockville Pike, Ste 950, Rockville MD</u>
<u>Continued on Attachment.</u>		

Dated: 04/10/06

Signature: William A. Freshwater

Typed Name: William A. Freshwater

Capacity: Corporate Secretary

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
04/17/2006 05:00
CK: 10787 CT: 199298 BH: 949506
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 166303

GROUP DENTAL SERVICE, INC.

BOARD OF DIRECTORS

Continued from Application

Robert Pincus

Business Address: Milestone
1775 Eye St., NW
Washington, DC 20006

Salvatore Joseph Bruno

Business Address: Sallie Mae Fund
11600 Sallie Mae Drive
Reston, VA 20190

Herbert Kushner

6313 Tilden Lane
Rockville, MD 20852

Paul Edenbaum

Business Address: Falke General Contractors
7620 Little River Turnpike, Suite 600
Annandale, VA 22003

Alan Meltzer

Business Address: The Meltzer Group
6500 Rock Spring Drive, Suite 500
Bethesda, MD 20817

Norton Arnold Foxman

#4 Salt Pond Rd.
Chatham, MA 02650
Alternate Address:
461 Chemin Chenonceaux,
Quebec, Canada JOT2B0

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT GROUP DENTAL SERVICE, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS APRIL 11, 2006.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097