

FOLEY & LARDNER
777 E WISCONSIN AVE., SUITE 3600
MILWAUKEE WI 53202



DATE: JUNE 14, 1994

CORP I.D.# E025354



TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of

EDUCATIONAL ENDOWMENT OF THE AMERICAN ACADEMY OF COSMETIC DENTISTRY, INC.

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under

CHAPTER 181 - THE WISCONSIN NONSTOCK CORPORATION LAW

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on 6/14/94.

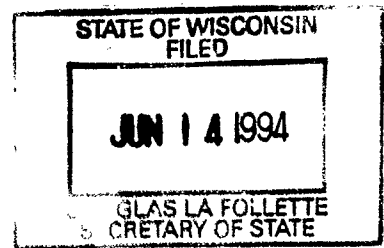


Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

RECEIVED
SECRETARY OF STATE
STATE OF WISCONSIN

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**ARTICLES OF INCORPORATION
OF
EDUCATIONAL ENDOWMENT
OF THE
AMERICAN ACADEMY OF COSMETIC DENTISTRY, INC.**

The undersigned, a natural person of the age of eighteen (18) years or more acting as incorporator of a Corporation under the Wisconsin Nonstock Corporation Law (Chapter 181 of the Wisconsin Statutes), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I
Name

The name of the Corporation is EDUCATIONAL ENDOWMENT OF THE AMERICAN ACADEMY OF COSMETIC DENTISTRY, INC.

ARTICLE II
Purposes

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code") and for the benefit of, to perform the functions of, or to carry out the purposes of the American Academy of Cosmetic Dentistry, Inc.; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. The Corporation shall at all times be operated, supervised or controlled in connection with such American Academy of Cosmetic Dentistry, Inc., but shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Internal Revenue Code) other than foundation managers (as defined in Section 4946 of the Internal Revenue Code) and other than the aforesaid American Academy of Cosmetic Dentistry, Inc.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities that are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

ARTICLE III
Powers

The Corporation shall have all powers conferred upon nonstock, nonprofit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Members

The American Academy of Cosmetic Dentistry, Inc. shall be the sole member of the Corporation. Voting rights of the member shall be specified in the Bylaws.

ARTICLE V

Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be five (5); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

ARTICLE VI

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) or Section 509(a)(1) or (2) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI, or, unless so determined, as ordered by the Circuit Court of Dane County, Wisconsin.

ARTICLE VII
Amendment

These Articles may be amended in the manner now or hereafter provided in the Wisconsin Statutes.

ARTICLE VIII
Miscellaneous

Section 1. The name and address of the initial registered agent of the Corporation is:

Maureen Steckman
American Academy of Cosmetic Dentistry, Inc.
2711 Marshall Court
Madison, Wisconsin 53705

Section 2. The mailing address in Wisconsin of the principal office of the Corporation is:

2711 Marshall Court
Madison, Wisconsin 53705

Section 3. The names and addresses of the persons constituting the initial Board of Directors are:

Dr. John G. Reddick
5182 Sanderlin Suite # 1
Memphis, Tennessee 38117

Dr. Joseph B. Milzman
2568A Riva Road, Suite 102
Annapolis, Maryland 21401

Dr. Corky Willhite
137 Belle Meade Blvd.
Gretna, Louisiana 70056

Dr. Bruce Small
133 Franklin Corner Road
Lawrenceville, New Jersey 08648

Dr. Roger Levin
600 Reisterstown Rd. # 706
Baltimore, Maryland 21208

