

**ARTICLES OF INCORPORATION**  
  
**OF**  
  
**UNIVERSAL SMILE CENTRES, PSC**

The undersigned, Matthew Vierra, DDS, as incorporator, executes these Articles of Incorporation for the purpose of forming and does hereby form a professional services corporation under the provisions of the Kentucky Professional Service Act, KRS Chapter 274, as follows:

**ARTICLE I**  
**Name**

The name of the corporation is Universal Smile Centres, PSC (the "Corporation").

**ARTICLE II**  
**Shares**

The Corporation shall have the authority to issue 1,000 common shares, without par value. Each share shall entitle the holder to one vote on each matter brought before the shareholders. The sole original shareholder of the Corporation shall be Matthew Vierra, DDS, 118 Sears Avenue, Louisville, Kentucky 40207.

**ARTICLE III**  
**Registered Office and Registered Agent**

The address of the registered office of the Corporation in the Commonwealth of Kentucky is 400 West Market Street, 32<sup>nd</sup> Floor, Kentucky 40202 and the name of its registered agent is FBT LLC.

**ARTICLE IV**  
**Principal Office**

The mailing address of the Corporation's principal office shall be 118 Sears Avenue, Louisville, Kentucky 40207.

**ARTICLE V**  
**Purpose**

To engage in the general practice of dentistry as a professional corporation.

**ARTICLE VI**  
**Initial Directors**

The number of directors constituting the initial Board of Directors of the Corporation shall be one, and the name and address the initial director who shall serve as a director until the first annual meeting of shareholders or until his successor is elected and shall qualify are:

Matthew Vierra, DDS	14509 Maple Glenn Place Louisville, Kentucky 40245
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The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator are Matthew Vierra, DDS, 118 Sears Avenue, Louisville, Kentucky 40207.

**ARTICLE VIII**  
**Qualified Persons**

Each of the incorporator, shareholder, not less than one half (1/2) of the directors and each of the officers other than secretary or treasurer is a qualified person within the meaning of KRS Chapter 274.

**ARTICLE IX**  
**Duration**

The period of the Corporation's duration is perpetual.

**ARTICLE X**  
**Limitation of Liability**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for a breach of his duties as a director except for liability resulting from:

- (a) any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation or its shareholders;
- (b) any acts or omissions not in good faith or which involve intentional

misconduct or are known to the director to be a violation of law;

- (c) any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or
- (d) any transaction from which the director derives an improper personal benefit.

If KRS Chapter 274 or KRS Chapter 271B is amended or supplemented or any other statutory provision is adopted to eliminate or to further limit the personal liability of directors or to permit elimination or further limitation of such liability, then upon the enactment of such legislation the liability of a director of the Corporation shall be eliminated or further limited to the fullest extent permitted by KRS Chapter 274 and KRS Chapter 271B, as so amended or the statutory provision as so adopted. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE XI**

### **Right to Indemnification**


A. Each person who was or is made or threatened to be made a party to, or is otherwise involved in, any pending, threatened or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she or a person for whom he or she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner or trustee of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), shall be indemnified and held harmless by the Corporation to the fullest extent authorized by KRS Chapter 271B, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto).

B. Nothing herein contained precludes indemnification at the discretion of the board of directors of (i) any person who, by virtue of the capacity in which such person is acting, may not be entitled to mandatory indemnification pursuant to paragraph A of this Article; or (ii) any person who is entitled to indemnification under, and in such event to the extent permitted by, any agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to the action in another capacity while holding such office as permitted by KRS 271B.8-580.

C. The rights to indemnification and to the advancement of expenses conferred in paragraph A of this Article shall be contract rights. If a claim under paragraph A of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be thirty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim.

**ARTICLE XII**  
**Effectiveness**

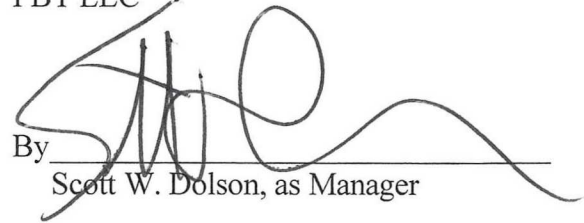
These Articles of Incorporation will be effective upon their filing.

By   
Matthew Vierra, DDS, as Incorporator

**CONSENT TO SERVE  
AS  
INITIAL REGISTERED AGENT  
FOR  
UNIVERSAL SMILE CENTRES, PSC**

The undersigned hereby consents to serve as the initial registered agent for Universal Smile Centres, PSC (the "Corporation"), as contemplated by the Corporation's Articles of Incorporation.

FBT LLC

By   
Scott W. Dolson, as Manager