

Mail to: Secretary of State
Corporations Section
1560 Broadway, Suite 200
Denver, CO 80202
(303) 894-2251
Fax (303) 894-2242

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10-11-96 12:16

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Please include a typed
self-addressed envelope

CERTIFICATE OF
ASSUMED OR TRADE NAME

STARLAB INC., a corporation,

limited partnership or limited liability company under the laws of STATE OF COLORADO,
being desirous of transacting a portion of its business under an assumed or trade name as permitted
by 7-71-101, Colorado Revised Statutes, hereby certifies:

1. The location of its principal office is: 1556 YORK RD. COLO. SP. COLO. 80918

2. The name, other than its own, under which the business is carried on is: _____

SIGNATURE HOMES BY DENNIS MC GUFFEE INC.

3. A brief description of the kind of business transacted under such assumed or trade name is:

NEW HOME CONSTRUCTION

Limited Partnership or Limited Liability
Companies complete this section.

Corporations complete this section

Name of Entity

STARLAB INC.

Name of Corporation

Dennis McGuffee

by SIGNATURE HOMES BY DENNIS MC GUFFEE INC,

Its PRESIDENT

Title, General Partner, or Manager

Title

Articles of Incorporation

of

STARLAB, INC.

KNOW ALL MEN BY THESE PRESENTS THAT:

I, Dennis McGuffee, the undersigned, natural person of the age of twenty-one (21) years or more, and a resident of the State of Colorado, acting as Incorporator of a corporation under the provisions of the "Colorado Corporation Act," adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Starlab, Inc.

ARTICLE II - DURATION

The period of duration of the Corporation is perpetual.

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ARTICLE III - PURPOSES, OBJECTS AND POWERS

Section 1: Purposes and Objects. The Corporation is organized for the purpose of manufacturing dental appliances. More specific objects and purposes to be transacted, promoted, carried on by the Corporation include the following:

A. To acquire, hold, own, and possess all licenses, certificates, or permits which may be required by any governmental agency or authority in order to lawfully achieve the purposes and objects set forth in these Articles of Incorporation.

B. To borrow money as required in furtherance of these objects and purposes; to draw, make, accept, handle, execute and issue promissory notes, debentures, drafts, bills of exchange, bonds, and other negotiable or nonnegotiable evidences of indebtedness; to secure payment of the same by mortgage, pledge, assignment, or transfer in trust of all or part of the property of the Corporation, whether at this time owned or thereafter acquired; and to sell and dispose of any of the above-named evidences of indebtedness for corporate purposes.

C. To lend money to any person, partnership, joint venture, or corporation with or without security and with or without interest, for any lawful purposes.

D. To endorse and become surety or guarantor for the debts, contracts, and other obligations of any persons, partnership, joint venture, or corporation for any lawful purpose.

E. To purchase or otherwise acquire shares of its own capital stock, and to hold, sell, exchange, pledge, or otherwise dispose of or retire the same, provided that this Corporation shall not use any of its funds or property for the purchase of its own shares when such use would cause any impairment to the capital of this Corporation, and provided that the shares of its own stock belonging to this Corporation shall not be voted directly or indirectly while so owned.

F. To carry on any other lawful business which may be deemed related to or tributary to the business of this Corporation.

G. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

H. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

I. To conduct business and to have offices and places of business, and to acquire, own, or dispose of property of all kinds in the state of Colorado and in other states and territories, districts, dependencies, or colonies of the United States, and in any foreign country, subject to compliance with the laws thereof; and generally to have and exercise all of the powers now or hereafter conferred by the general corporation laws of the State of Colorado, whether or not herein specifically mentioned.

Section 2: Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the powers the Corporation shall have are as follows:

A. All those powers specified in the "Colorado Corporation Act."

B. The power to carry out the purposes hereinabove set forth in any state, territory, district, or possession of the United States, or in any foreign country to the extent that such purposes are not forbidden by the laws of such state, territory, district, or possession of the United States, or by such foreign

country; and, in the case of any state, territory, district, or possession of the United States, or foreign country, in which one or more of such purposes is forbidden by law, to limit the purpose or purposes which the Corporation proposes to carry on in such state, territory, district, or possession of the United States or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for or application to do business in such state, territory, district, or possession of the United States, or foreign country.

The foregoing clauses shall be construed as both objects and powers; and the foregoing enumeration of powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation; and the purposes, objects and powers specified in each of the paragraphs of this Article III shall not be limited to or restricted by reference to or inference from the terms of any other paragraph, but each shall be regarded as independent objects and purposes.

ARTICLE IV – AUTHORIZED SHARES

The amount of authorized capital stock of this Corporation is 50,000 shares of no par stock; and all shares, when issued, shall be fully paid and non-assessable; and the private property of the stockholders shall not be liable for the Corporation debts.

The capital stock, when issued, should be subject to such regulations concerning its transfer as shall be determined by the Board of Directors prior to the authorization of any issuance of the capital stock of this Corporation. Certificates of Stock, when issued, shall bear such provisions on their face; and the issuance thereof, subscription therefor, and transfer thereafter shall be so subject.

ARTICLE V – SHAREHOLDERS RIGHTS

Section 1: Voting Rights. Each holder of common stock of the Corporation shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation.

Section 2: Cumulative Voting. Cumulative voting shall not be allowed.

Section 3: Pre-Emptive Rights. The holders of common stock shall not have pre-emptive rights.

Section 4: Disposition of Shares. Any Shareholder who ceases to be or for any reason is ineligible to be a shareholder shall dispose of all of his or her shares forthwith, either to the Corporation or to any eligible person. Any by-law provision or other written agreement dealing with the purchase, repurchase, or

disposition of shares shall be subject to the restrictions contained in this Section 4.

ARTICLE VI – REGULATION OF INTERNAL AFFAIRS

Section 1: The general management of the affairs of the Corporation shall be exercised by a Board of Directors of at least (2) Directors unless there are or initially will be fewer than 3 shareholders in which event there may be the same number of directors as there are shareholders.

Section 2: The Board of Directors shall have the power to make, alter, amend, or repeal the By-Laws; but any By-Laws so made may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

Section 3: The Board of Directors may designate, by resolution passed by a majority of the whole Board, an executive committee, which committee, to the extent provided in such resolution or the By-Laws, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation.

Section 4: From time to time to fix and determine, and to carry, the amount of working capital of this Corporation; to determine and direct the use and disposition thereof; to set apart out of any funds of the Corporation available for dividends a reserve or reserves for any proper purpose and abolish such reserve in the manner in which it was created; and to declare dividends from time to time out of any funds available therefor; and further, to compensate for services rendered, the Directors, officers, and employees of the Corporation.

Section 5: By majority vote of the whole Board of Directors, to sell, lease or convey any part or all of the property and assets of the Corporation, including its good will and corporate franchise, upon such terms and conditions and for such consideration as the Board of Directors may deem expedient and for the best interest of the Corporation, provided that the sale or disposal of all or substantially all of the property and assets shall be authorized or ratified by the affirmative vote of the holders of at least a majority of the capital stock then issued and outstanding (or of each class of stock, if more than one class), such vote to be taken at a meeting of the stockholders duly called for that purpose, as provided by the Statutes of Colorado.

Section 6: To determine from time to time whether and to what extent and at what times and places and under what conditions that stock bonds and records of that Corporation shall be open for inspection by stockholders; and no stockholder shall have any right to inspect any stock records, account books, papers or records of this Corporation unless the request therefor shall be made

In writing and in good faith and for an honest purpose and not for the purpose of injuring the Corporation or interfering with its business.

Section 7: Pursuant to the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power (or of each class of stock, if more than one class), given at a meeting of the stockholders duly called for the purpose, the Board of Directors shall have full power and authority at any meeting, after first paying or having made adequate provision for the payment of the debts and obligations of the Corporation to make one or more pro-rata distributions of part or all of the assets of the Corporation in kind, or in cash, or partly in kind and partly in cash, to all stockholders who shall first have deposited their capital stock with the Board of Directors, if it shall so elect, shall have full power and authority to make one or more pro-rata distributions of all or part of the assets of the Corporation in kind or in cash, or partly in kind and partly in cash, to a Trustee appointed by the Board to act for the benefit of all stockholders who shall not have deposited their capital stock as aforesaid, the rights of said stockholders in all respects to be governed by the trust agreement under which said assets may be distributed to said Trustee.

Section 8: No contract or other transaction between Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors; and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors present to be counted in determining whether a quorum is present, but not to be counted in calculating the majority upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 9: The Board of Directors shall have the power by a majority vote of whole Board to make, alter, and amend the By-Laws in accordance with Section 2 of this Article to include Provisions restricting the transfer of shares.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is:

1556 York Road
Colorado Springs, Colorado 80918

and the name of the initial registered agent and address is:

Dennis McGuffee
17320 Leggins Way
Monument, Colorado 80132

THE UNDERSIGNED CONSENTS TO THE APPOINTMENT AS THE INITIAL
REGISTERED AGENT OF STARLAB, INC.


DENNIS MCGUFFEE

The original stock books and ledgers and other books of record required
by the Statutes of Colorado to be kept for inspection by stockholders or
creditors shall be kept at the principal office of the Corporation:

1556 York Road
Colorado Springs, Colorado 80918

Meeting of the Board of Directors and of the stockholders may be held
from time to time outside of the State of Colorado at such times and places as
may be designated by the By-Laws of or resolutions of the Board of Directors.

ARTICLE VIII - DIRECTORS

The initial Board of Directors shall consist of two (2) members, and the
name and address of the persons who are to serve as Directors until the first
annual meeting of shareholders or until successors be elected and qualify are:

Dennis McGuffee
17320 Leggins Way
Monument, Colorado 80132

Starla McGuffee
17320 Leggins Way
Monument, Colorado 80132

ARTICLE IX – INCORPORATOR

The name and address of the Incorporator of the Corporation is:

**Dennis McGuffee
17320 Leggins Way
Monument, Colorado 80132**

ARTICLE X – STOCK REGISTRATION AND TRANSFER

The Corporation shall be entitled to treat the person in whose name any shares of stock are registered on its books as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not the Corporation shall have notice thereof, except upon presentation of the certificate or certificates of such shares, properly endorsed by the person or persons appearing upon the face of such certificate, and by the owner thereof, or accompanied by a proper transfer or assignment separate from the certificate, with the signatures of such endorsement or assignment duly witnessed or guaranteed, or except as may be otherwise expressly provided by the Statutes of Colorado or ordered by a court of competent jurisdiction.

ARTICLE XI – INDEMNIFICATION OF DIRECTORS

Each person herein named or hereafter elected a Director or officer of this Corporation against all costs and expenses, including counsel fees, reasonable incurred or imposed upon him in connection with or resulting from any claim, demand, action, suite, or proceeding or the fair and reasonable settlement thereof prior to final adjudication, to which he is or may be made a party by reason of being or having been a Director or officer of this Corporation, whether or not a Director or officer at the time such costs or expenses were incurred by or imposed upon him, except as to matters as to which he shall be finally adjudged in such action to have been derelict in the performance of his duty as such Director or officer. The right of indemnification herein provided for shall not be exclusive of any other rights or remedies to which such person may be entitled as a matter of law.

ARTICLE XII – RIGHT OF AMENDMENT

The right is expressly reserved to amend these Articles of Incorporation or any Article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the State of Colorado, and the rights of all stockholders are expressly made subject to such power or amendment.

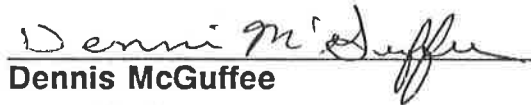
**ARTICLE XIII – QUORUM AT BOARD OF DIRECTORS MEETINGS
AND SHAREHOLDERS MEETINGS**

Two-thirds of the elected members of the Board of Directors shall constitute a quorum of said Board and two-thirds of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. Said quorum requirements shall apply to regular, annual and special meetings of the Board of Directors and the shareholders.

ARTICLE XIV – EFFECTIVE DATE OF CERTIFICATE OF INCORPORATION

The Certificate of Incorporation issued by the Secretary of State pursuant hereto shall be effective on October 6, 1995.

EXECUTED this 6th day of October, A.D., 1995, by the undersigned incorporator.

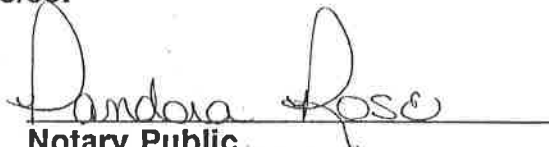

Dennis McGuffee

STATE OF COLORADO)
COUNTY OF EL PASO)

I, Pandora A. Rose, a Notary Public in and for the County of El Paso and State of Colorado, do hereby certify that Dennis McGuffee, who is personally known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, appeared before me this day in person and upon oath swore to the truth of the facts therein stated and acknowledged that he signed and delivered said instrument of writing as his free and voluntary act.

GIVEN UNDER my hand and seal this 6th day of October, 1995.

My commission expires: 03/09/99.


Notary Public
405 W. Rockrimmon, Suite 200
Colorado Springs, CO 80919