

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dental One, Inc.		12/28/2011	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Dental One, Inc.		
Street Address:	5875 Landerbrook Drive		
Internal Address:	Suite 250		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44124-6502		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	2994312	DENTISTRY'S BEST KEPT SECRET	
Registration Number:	3083495	PRECISION ORTHODONTICS	
Registration Number:	3213858	BEAUTIFUL SMILES. FAST.	
Registration Number:	3420956	FREE WHITENING FOR LIFE	
Registration Number:	3456906	DENTAL ONE	
Registration Number:	3890929	DENTALONE PARTNERS	
Registration Number:	2206613	DENTALWORKS	
Registration Number:	3890498	TRUE SMILES	
Registration Number:	3548959	DENTALCARE PARTNERS	
CORRESPONDENCE DATA			
Fax Number:	2162410816		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	216-622-8200		

CH \$240.00 2994312

Email: ipdocket@calfee.com  
Correspondent Name: Timothy J. Connors  
Address Line 1: c/o Calfee, Halter & Griswold LLP  
Address Line 2: 1405 East Sixth St., The Calfee Building  
Address Line 4: Cleveland, OHIO 44114-1607

ATTORNEY DOCKET NUMBER:	33535/04005
NAME OF SUBMITTER:	Timothy J. Connors
Signature:	/timothy j. connors/
Date:	04/17/2012

Total Attachments: 11  
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Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

January 02, 2012

Corporation Service Company  
211 E. 7th Street, Suite 620  
Austin, TX 78701 USA

RE: Dental One, Inc.  
File Number: [Entity not of Record, Filing Number Not Available]

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It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: Lisa Jones

Fax: (512) 463-5709  
TID: 10337

Dial: 7-1-1 for Relay Services  
Document: 402738450001

**TRADEMARK**  
**REEL: 004758 FRAME: 0361**



## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

DENTAL ONE, INC.  
File Number: 157610400

Converting it to

Dental One, Inc.  
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/30/2011

Effective: 01/01/2012



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

CERTIFICATE OF CONVERSION  
OF A  
TEXAS FOR-PROFIT CORPORATION  
CONVERTING TO A  
NON-TEXAS FOR-PROFIT CORPORATION

**FILED**  
In the Office of the  
Secretary of State of Texas  
DEC 30 2011  
Corporations Section

**Converting Corporation Information**

1. The name of the converting corporation is: Dental One, Inc.
2. The jurisdiction of formation of the converting corporation is: Texas
3. The date of formation of the converting corporation is: March 21, 2000
4. The file number, if any, issued to the converting corporation by the secretary of state is: 157610400

**Plan of Conversion - Alternative Statements**

1. The corporation named above is converting to a non-Texas for-profit corporation.
2. The converted corporation will be formed under the laws of the State of Delaware.
3. The name of the converted corporation is: Dental One, Inc.
4. Instead of attaching the plan of conversion, the converting corporation certifies to the following statements: .

a. A signed plan of conversion is on file at the principal place of business of the converting corporation. The address of the principal place of business of the converting corporation is: 17300 Dallas Parkway, Dallas, Texas 75248.

b. A signed plan of conversion will be on file after the conversion at the principal place of business of the converted corporation. The address of the principal place of business of the converted corporation is: 5875 Landerbrook Drive, Suite 250, Cleveland, Ohio 44124-6502.

c. A copy of the plan of conversion will be furnished on written request without cost by the converting corporation before the conversion or by the converted corporation after the conversion to any owner of the converting or converted corporation.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the State of Delaware and the State of Texas and the governing documents of the converting corporation.

### Effectiveness of Filing

This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 1, 2012.

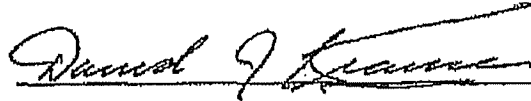
### Tax Certificate

In lieu of providing the tax certificate from the comptroller of public accounts that all tax under title 2, Tax Code, have been paid by the converting corporation, the converted corporation is liable for the payment of any franchise taxes.

### Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 28, 2011



David J. Krause, Vice President - Chief Financial  
Officer, Treasurer and Assistant Secretary

Signature and title of authorized person on behalf of the  
converting corporation

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS CORPORATION UNDER THE NAME OF "DENTAL ONE, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT 5:09 O'CLOCK P.M.

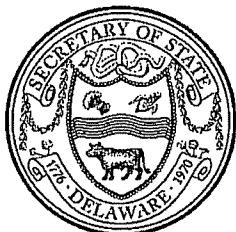
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2012.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5087592 8100V

111346753

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9260759

DATE: 12-28-11

TRADEMARK  
REEL: 004758 FRAME: 0365

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Texas.
- 2.) The jurisdiction immediately prior to filing this Certificate is Texas.
- 3.) The date the Non-Delaware Corporation first formed is March 21, 2000.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Dental One, Inc..
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Dental One, Inc..
- 6.) The conversion is to become effective on January 1, 2012.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 28 day of December, A.D. 2011.

By: David J. Krause

Name: David J. Krause  
Print or Type  
Title: Vice President - Chief Financial Officer,  
Treasurer and Assistant Secretary  
Print or Type



# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "DENTAL ONE, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT 5:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JANUARY, A.D. 2012.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5087592 8100V

111346753

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9260759

DATE: 12-28-11

TRADEMARK  
REEL: 004758 FRAME: 0367

CERTIFICATE OF INCORPORATION

OF

DENTAL ONE, INC.

The undersigned, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware" or the "DGCL"), hereby certifies that:

FIRST

The name of the Corporation is: Dental One, Inc.

SECOND

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD

The nature of the business or purpose to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL. In connection therewith, the Corporation shall possess and exercise all of the powers and privileges granted by the DGCL or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

FOURTH

The total number of shares of stock which the Corporation shall have the authority to issue is One Hundred (100) shares of Common Stock, \$.01 par value per share.

FIFTH

The name and mailing address of the sole incorporator of the Corporation is as follows:

NAME

David J. Krause

MAILING ADDRESS

5875 Landerbrook Dr., Suite 250  
Suite 250  
Mayfield Heights, Ohio 44124

## SIXTH

The board of directors of the Corporation shall have the power to adopt, amend or repeal the by-laws of the Corporation.

## SEVENTH

Section 203 of the DGCL shall not apply to any business combination (as defined in Section 203(c)(3) of the DGCL, as amended from time to time, or in any successor thereto, however denominated) in which the Corporation shall engage.

## EIGHTH

### Section 1. Elimination of Personal Liability.

The directors of the Corporation shall incur no personal liability to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; provided, that such director liability shall not be limited or eliminated (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for any acts or omissions by the director not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

If the DGCL is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended from time to time.

Any repeal or modification of this Article EIGHTH shall not increase the personal liability of any director of this Corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

### Section 2. Indemnification.

2.1 Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she 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 or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, 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 such law permitted the

Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith. Such indemnification shall continue as to an indemnitee who has ceased to be a director, officer or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that except as provided in Section 2.2 of this Article EIGHTH with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Certificate of Incorporation shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL so requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section, the DGCL or otherwise (hereinafter an "undertaking").

2.2 Right of Indemnitee to Bring Suit. If a claim under Section 2.1 of this Article EIGHTH is not paid in full by the Corporation within ninety days after a written claim has been received by the Corporation, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that the indemnitee has not met the applicable standard of conduct set forth in the DGCL, and (ii) any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that the indemnitee has not met the applicable standard of conduct set forth in the DGCL. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit.


2.3 Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Certificate of Incorporation shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, this Certificate

of Incorporation, By-law, contract or agreement, vote of stockholders or disinterested directors or otherwise.

2.4 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

2.5 Indemnification of Employees or Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses, to any employee or agent of the Corporation to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

The effective time and date of this Certificate of Incorporation of Dental One, Inc. shall be January 1, 2012.

  
David J. Krause, Sole Incorporator

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