

FILED EFFECTIVE

**ARTICLES OF INCORPORATION
OF
TETON VALLEY DENTAL ARTS, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

NAME

The name of the corporation (the "Corporation") shall be:

Teton Valley Dental Arts, Inc.

ARTICLE II

DURATION

The Corporation shall continue in existence perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSES

The purposes for which the Corporation is organized are:

To own and operate dental laboratories providing crowns, bridges and other specialized structures and supplies to dental practitioners;

To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated or incidental to the powers herein named or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, with all the powers hereafter conferred by the laws under which this Corporation is organized; and

To engage in any and all other lawful purposes, activities, and pursuits, whether similar or dissimilar to the foregoing, for which corporations may be organized under the Idaho Business Corporation Act and to exercise all powers allowed or permitted thereunder.

ARTICLE IV

AUTHORIZED SHARES

The Corporation shall have authority to issue an aggregate of 55,000,000 shares, of which 5,000,000 shares shall be preferred stock, par value \$0.001 (the "Preferred Stock"), and 50,000,000 shares shall be common stock, par value \$0.001 (the "Common Stock"). The

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powers, preferences, and rights, and the qualifications, limitations, or restrictions of the shares of stock of each class and series which the Corporation shall be authorized to issue, are as follows:

(a) Preferred Stock. Shares of Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the board of directors. Each series shall be distinctly designated. All shares of any one series of the Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends thereon, if any, shall be cumulative, if made cumulative. The powers, preferences, participating, optional, and other rights of each such series and the qualifications, limitations, or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The board of directors of this Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any shares of each particular series of Preferred Stock, the designation, powers, preferences, and relative participating, optional, and other rights and the qualifications, limitations, and restrictions thereof, if any, of such series.

(b) Common Stock. The Common Stock shall have the following powers, preferences, rights, qualifications, limitations, and restrictions:

(i) After the requirements with respect to preferential dividends of Preferred Stock, if any, shall have been met and after this Corporation shall comply with all the requirements, if any, with respect to the setting aside of funds as sinking funds or redemption or purchase accounts and subject further to any other conditions which may be required by the Idaho Business Corporation Act, then, but not otherwise, the holders of Common Stock shall be entitled to receive such dividends, if any, as may be declared from time to time by the board of directors without distinction as to series;

(ii) After distribution in full of any preferential amount to be distributed to the holders of Preferred Stock, if any, in the event of a voluntary or involuntary liquidation, distribution or sale of assets, dissolution, or winding up of this Corporation, the holders of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to stockholders, ratably in proportion to the number of shares of Common Stock held by each without distinction as to series; and

(iii) Except as may otherwise be required by law or these Articles of Incorporation, in all matters as to which the vote or consent of stockholders of the Corporation shall be required or be taken, including any vote to amend these Articles of Incorporation, to increase or decrease the par value of any class of stock, effect a stock split or combination of shares, or alter or change the powers, preferences, or special rights of any class or series of stock, the holders of the Common Stock shall have one vote per share of Common Stock on all such matters and shall not have the right to cumulate their votes for any purpose.

(c) Other Provisions.

(i) The board of directors of the Corporation shall have authority to authorize the issuance, from time to time without any vote or other action by the stockholders, of any or all shares of the Corporation of any class at any time authorized, and any securities convertible into or exchangeable for such shares, in each case to such persons and for

such consideration and on such terms as the board of directors from time to time in its discretion lawfully may determine; provided, however, that the consideration for the issuance of shares of stock of the Corporation having par value shall not be less than such par value. Shares so issued, for which the full consideration determined by the board of directors has been paid to the Corporation, shall be fully paid stock, and the holders of such stock shall not be liable for any further call or assessments thereon.

(ii) Unless otherwise provided in the resolution of the board of directors providing for the issue of any series of Preferred Stock, no holder of shares of any class of the Corporation or of any security or obligation convertible into, or of any warrant, option, or right to purchase, subscribe for, or otherwise acquire, shares of any class of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive right whatsoever to purchase, subscribe for, or otherwise acquire shares of any class of the Corporation, whether now or hereafter authorized.

ARTICLE V

LIMITATION ON LIABILITY

A director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for any action taken or failure to take any action, as a director, except to the extent provided under section 30-1-831 of the Idaho Business Corporation Act as it may from time to time be amended or any successor provision thereto.

ARTICLE VI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers or who at the request of the board of directors of the Corporation may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the Corporation, or of such other corporation, to the full extent permitted by the Idaho Business Corporation Act. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

ARTICLE VII

OFFICERS AND DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected by the fact that a director or officer of the Corporation has an interest in, or is a director or officer of the Corporation or any other corporation. Any officer or director individually

or with others, may be a party to, or may have an interest in, any transaction of the Corporation, or any transaction in which the Corporation is a party or has an interest. Each person who is now or may become an officer or director of the Corporation is hereby relieved from liability he might otherwise obtain in the event such officer or director contracts with the Corporation for the benefit of himself or any firm or other corporation in which he may have an interest; provided, such officer or director acts in good faith.

ARTICLE VIII

REGISTERED OFFICE, REGISTERED AGENT AND MAILING ADDRESS

The name of the Corporation's registered agent, and the address of its registered office, in the state of Idaho are Beau Peterson, 748 North 3000 East, Chester, Idaho 83421. Either the registered office or the registered agent may be changed in the manner provided by law. The mailing address of the Corporation is: Teton Valley Dental Arts, Inc., Attention: Secretary, P.O. Box 124, Chester, Idaho 83421.

ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal all or any portion of the provisions contained in its articles of incorporation from time to time in accordance with the laws of the state of Idaho, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

ADOPTION AND AMENDMENT OF BYLAWS

The initial bylaws of the Corporation shall be adopted by the board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors, but the stockholders of the Corporation may also alter, amend, or repeal the bylaws or adopt new bylaws. The bylaws may contain any provisions for the regulation or management of the affairs of the Corporation not inconsistent with these articles of incorporation and the laws of the state of Idaho now or hereafter existing.

ARTICLE XI

DIRECTORS

The governing board of the Corporation shall be known as the board of directors. The number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The Corporation shall have not less than one nor more than nine directors. The board of directors shall

originally consist of two persons. The names and addresses of the persons who are to serve as the original directors of the Corporation are:

Name
Edward A. Peay

Address
53 North 800 East
Orem, Utah 84097

Beau Peterson

748 North 3000 East
Chester, Idaho 83421

ARTICLE XII

INCORPORATOR

The name and mailing address of the incorporator signing these articles of incorporation are:

Name
Edward A. Peay

Address
53 North 800 East
Orem, UT 84097

The undersigned, being the sole incorporator named above, for the purpose of forming a corporation pursuant to the Idaho Business Corporation Act, makes this certificate, hereby declaring and certifying that it is his act and deed and that the facts herein stated are true, and accordingly has hereunto set his hand this 22 day of February 2008.



Edward A. Peay

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Edward A. Peay, accepts appointment as the registered agent of Teton Valley Dental Arts, Inc., as indicated in the foregoing articles of incorporation of such corporation.



Edward A. Peay