

ARTICLES OF MERGER

FILED EFFECTIVE

2003 NOV 28 AM 8:50

The following Articles of Merger, adopted pursuant to Idaho Code Section 30-1-1105, are submitted to the Idaho Secretary of State:

(a) The business entities known as Staley Ventures, Inc., an Idaho corporation, and Galen Staley, DDS, PA, an Idaho professional association, shall merge pursuant to these Articles.

(b) An agreement of merger has been approved and executed by each business entity which is a party to the merger. All shareholders in Staley Ventures, Inc., have voted to approve the merger. All shareholders in Galen Staley, DDS, PA, have voted to approve the merger.

(c) The surviving business entity shall be Galen Staley, DDS, PA. The agreement of merger provides for stock in Galen Staley, DDS, PA, equal to one hundred percent (100%) of all issued shares, to be exchanged for all outstanding shares in Staley Ventures, Inc. Staley Ventures, Inc., will cease to exist upon approval of the merger.

(d) The effective date of merger shall be upon the filing of these Articles of Merger.

(e) The Agreement of Merger is on file at the office of Mark R. Fuller, attorney for both corporations, 410 Memorial Drive, Suite 201, Idaho Falls, Idaho 83402.

(f) A copy of the Agreement of Merger will be furnished by the surviving business entity, on request and without cost, to any person holding an interest in any business entity which is to merge.

DATED this 24 day of November, 2003.

STALEY VENTURES, INC.

GALEN STALEY, DDS, PA

By: [Signature]
Its: President

By: [Signature]
Its: President

IDaho SECRETARY OF STATE
11/28/2003 05:00
CK: 71828 CT: 3142 DI: 713878
30.00 - 30.00 MERGER # 2

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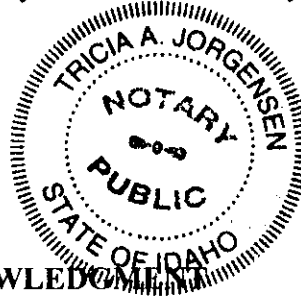
CORPORATE ACKNOWLEDGMENT

STATE OF IDAHO)
) ss
County of Bonneville)

On this 24 day of Nov, 2003, before me, the undersigned notary public, in and for the State of Idaho, personally appeared, Galen Staley, known to me to be the President of Staley Ventures, Inc., that executed the within instrument or the person who executed the foregoing instrument on behalf of Staley Ventures, Inc., and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, the day and year first above written.

Tricia A. Jorgensen
Notary public for Idaho
Residing at Idaho Falls
My commission expires: 12/9/05



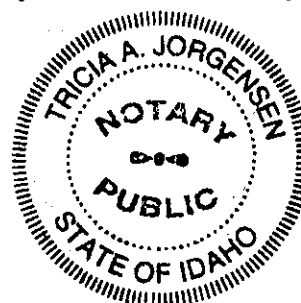
CORPORATE ACKNOWLEDGMENT

STATE OF IDAHO)
) ss
County of Bonneville)

On this 24 day of Nov, 2003, before me, the undersigned notary public, in and for the State of Idaho, personally appeared, Galen Staley, known to me to be the President of Galen Staley, DDS, PA, that executed the within instrument or the person who executed the foregoing instrument on behalf of Galen Staley, DDS, PA, and acknowledged to me that such company executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, the day and year first above written.

Tricia A. Jorgensen
Notary public for Idaho
Residing at Idaho Falls
My commission expires: 12/9/05



MERGER AGREEMENT

2003 DEC -4 PM 3:20

AGREEMENT made this 24 day of NOV, 2003, between Staley Ventures, Inc., an Idaho corporation having its principle place of business at ~~5440 South Marbrisa Lane, Ammon, Idaho 83406~~ 200 North Woodruff Ave, Idaho Falls, Idaho 83401 and Galen Staley, DDS, PA, an Idaho professional association organized and existing under the laws of the State of Idaho with its principle office at ~~5440 South Marbrisa Lane, Ammon, Idaho 83406~~ 200 North Woodruff Ave, Idaho Falls, Idaho 83401

RECITALS**I.**

The total number of common shares which Staley Ventures, Inc., is authorized to issue, is 1000. A total of 500 shares, equal to one hundred percent (100%) of outstanding shares, are presently owned by Galen Staley.

II.

The total number of shares of stock which Galen Staley, DDS, PA, is authorized to issue is one thousand (1000) shares, with 0.00 par value, in a single common stock class, of which 1000 shares are presently outstanding, with all shares owned by Galen Staley.

III.

The Board of Directors of Staley Ventures, Inc., and Galen Staley, DDS, PA, deem it desirable and in the best interest of both the corporation and the professional association, and their shareholders, that Staley Ventures, Inc., be merged into Galen Staley, DDS, PA.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, these business entities, pursuant to Idaho Code Section 30-

1-1101 et seq., agree that Staley Ventures, Inc., shall be merged into Galen Staley, DDS, PA, as a single business entity to be operated as an Idaho professional association; and the parties hereto agree to and prescribe to the following terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the outstanding shares of Staley Ventures, Inc., into shares of Galen Staley, DDS, PA, as follows:

SECTION I

GALEN STALEY, DDS, PA, TO BE SURVIVING BUSINESS ENTITY

Staley Ventures, Inc., shall be merged into Galen Staley, DDS, PA, and the business entity existence of Staley Ventures, Inc., shall cease and the professional association existence of Galen Staley, DDS, PA, shall continue under the name of Galen Staley, DDS, PA. Galen Staley, DDS, PA, shall become the owner, without other transfer of all of the rights and property of Staley Ventures, Inc. Galen Staley, DDS, PA, shall become subject to all of the debts and liabilities of Staley Ventures, Inc., in the same manner as if Galen Staley, DDS, PA, had itself incurred such debts and liabilities.

SECTION II

PRINCIPLE OFFICE

The principle office of Galen Staley, DDS, PA, shall remain the principle office of the professional association following this merger.

SECTION III

EFFECTIVE DATE

The Articles of Incorporation of Galen Staley, DDS, PA shall be effective upon the surviving business on the date of approval of the Articles of Merger by the Idaho Secretary of State's Office.

SECTION IV

BYLAWS

The Bylaws of Galen Staley, DDS, PA, insofar as not inconsistent with this agreement of merger, shall be the Bylaws of the professional association following the merger until altered, amended, or repealed as therein provided.

SECTION V

METHOD OF CONVERTING SHARES

Immediately upon this agreement of merger becoming effective, the five hundred (500) shares of stock in Staley Ventures, Inc., currently owned by Galen Staley, shall, without any further action on the part of the respective holder thereof, become and be converted into one thousand (1000) shares of common stock in Galen Staley, DDS, PA.

SECTION VI

EXTRAORDINARY TRANSACTIONS

Neither business entity shall, prior to the effective date of the merger, engage in any activity or transaction other than the ordinary course of business, except as contemplated by this agreement.

SECTION VII

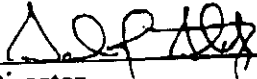
SUBMISSION TO STOCKHOLDERS

This agreement shall be submitted to the stockholders of Staley Ventures, Inc., and Galen Staley, DDS, PA, as provided by applicable provisions of Idaho law and shall be effective only if unanimous approval for the adoption of this agreement is granted by the stockholders of the corporation and professional association.

IN WITNESS WHEREOF, the sole director of Staley Ventures, Inc., and the sole director of Galen Staley, DDS, PA, have executed this agreement the day and year first above written.

STALEY VENTURES, INC.

GALEN STALEY, DDS, PA.

By: 
Its: Director

By: 
Its: Director