

State of Idaho

Department of State

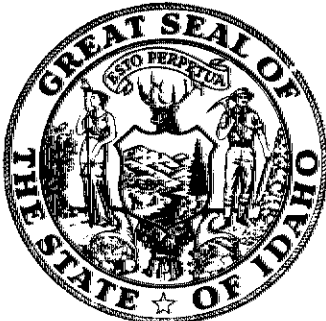
CERTIFICATE OF AMENDMENT OF

STEVEN M. BRUCE, D.M.D., P.A.
File Number C 67627

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of STEVEN M. BRUCE, D.M.D., P.A., changing the corporate name to BRUCE D.M.D. AND RIRIE D.D.S., P.A., duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: February 20, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Debra J. Hensworth*

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AMENDED AND RESTATED

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IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
STATE OF IDAHO

STEVEN M. BRUCE, D.M.D., P.A.

Pursuant to the provisions of Sections 30-1-61 and 30-1-64 of the Idaho Business Corporation Act, the undersigned professional corporation adopts the following Amended and Restated Articles of Incorporation.

First: The following Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the corporation as of October 1, 1996, in the manner prescribed by the Idaho Business Corporation Act:

Articles I and III have been amended as set forth below. Articles V, VII and IX have been deleted in their entirety. Article VI has been amended as set forth in Article V below. The articles as set forth below in these Amended and Restated Articles of Incorporation constitute the full and complete Articles of Incorporation of this professional corporation, as such have been amended and restated to date.

I.

The name of this professional corporation is Bruce D.M.D. and Ririe D.D.S., P.A.

II.

The period of existence and duration of the life of this professional corporation shall be perpetual.

III.

The nature of the business and the sole object and purpose of this professional corporation shall be as follows:

To engage in every phase and aspect of the business of rendering the same professional services to the public that persons specifically licensed or otherwise legally qualified under the laws of the State of Idaho as dentists for the purpose of engaging in the practice of dentistry or allied professional services therein, are authorized to render, but such professional services shall be rendered only through officers, employees, and agents duly licensed under the laws of the State of Idaho to practice dentistry therein.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

IV.

The total authorized number of shares of this professional corporation shall be Five Thousand (5,000) shares, each with a par value of One Dollar (\$1.00) per share, which said shares shall be common stock and shall not be subject to assessment. None of the shares of this professional corporation shall be issued to anyone other than an individual duly licensed to practice dentistry in the State of Idaho.

V.

The number of Directors of this professional corporation shall be as specified in the bylaws of this professional corporation, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws of this professional corporation.

Only a person who is a shareholder of this professional corporation shall serve as a director of this professional corporation.

VI.

No contract or other transaction between this professional corporation and any person, firm or corporation shall be affected by the fact that any director of this professional corporation is a party in any way connected with such person, firm or corporation, provided that the fact that such director is so interested shall be disclosed or shall have been made known to the Board of Directors. Any director of this professional corporation who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this professional corporation which shall authorize any such contract or such transaction with like force and effect as if such interested director were not an interested party, however for purposes of calculating the majority vote required, such interested director shall not be counted.

VII.

This professional corporation shall indemnify each person who is or was a director, officer, employee or other agent of this professional corporation, or of any other corporation which such person is serving or served in any capacity at the request of this professional corporation, against any and all liability and reasonable expense that may be incurred by such director, officer, employee or other agent in connection with or resulting from any claim, action, suit, or proceeding, whether actual or threatened, in which such person may become involved, as a party or otherwise, by reason of being or having been a director, officer, employee or other agent of this professional corporation or of such other corporation, or by reason of any past or future action taken or not taken by such person in the capacity as such director, officer, employee or other agent, whether or not such person continues to be such

director, officer, employee or other agent at the time such liability or expense is incurred; provided, however, no such person shall be so indemnified where such person shall have been grossly negligent or shall have engaged in willful misconduct in the performance of such person's duties, and, in addition, in any criminal action or proceeding, shall have had reasonable cause to believe that such person's conduct was unlawful. As used in this Article VII, the terms "liability" and "expense" shall include, but shall not be limited to, attorneys' fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a director, officer, employee or other agent. The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer, employee or other agent did not meet the standards of conduct set forth in the first sentence of this Article VII.

If several claims, issues, or matters of action are involved, any such person may be entitled to indemnification as to some matters even though such person is not so entitled as to others.

This professional corporation may advance expenses to, or where appropriate may at its expense undertake the defense of, any such director, officer, employee or other agent upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that such person is not entitled to indemnification under this Article VII.

The provisions of this Article VII shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

The rights of indemnification provided hereunder shall be in addition to any rights to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall otherwise inure to the benefit of the heirs, executors, and administrators of any such person. Nothing contained herein shall restrict the right of this professional corporation to indemnify or reimburse any person in any case which it deems to be proper even though not provided for herein. This professional corporation, its directors, officers, employees and other agents, shall not be liable in taking any action or making any payment under Article VII, or in refusing so to do, in reliance upon the advice of counsel.

IX.

There are no provisions denying preemptive rights."

Second: These Amended and Restated Articles of Incorporation supersede and replace in all respects the original Articles of Incorporation filed on August 24, 1981.

Third: The number of shares of this professional corporation issued and outstanding at the time of such adoption was Three Thousand (3,000); and the number of shares entitled to vote thereon was Three Thousand (3,000).

Fourth: The number of shares voted in favor of such amendment was Three Thousand (3,000); and the number of shares voted against such amendment was Zero (0).

Dated this 1st October day of ~~October~~, 1996.

STEVEN M. BRUCE, D.M.D., P.A.

By: Steven M. Bruce DMD
Steven M. Bruce, D.M.D., President

By: Robert S. Ririe D.D.S.
Robert S. Ririe, D.D.S., Secretary