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ARTICLES OF MERGER

Oct 16 10 57 AM '96

The undersigned business entities hereby adopt the following Articles of Merger to be filed with the Secretary of State of the State of Idaho, pursuant to the Idaho Limited Liability Company Act, and specifically pursuant to Idaho Code Section 53-663:

(a) The name and jurisdiction of formation or organization of each business entity which is to merge are:

(i) GMS Dental Group, Inc., a Delaware corporation

(ii) Pocatello Dental Group, P.L.L.C., an Idaho professional limited liability company;

(b) An agreement of merger has been approved and executed by each business entity which is a party to the merger;

(c) The name of the surviving business entity is GMS Dental Group, Inc.;

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

(e) The agreement of merger is on file at a place of business of the surviving business entity, and the address of that place of business is 180 North Riverside Drive, Suite 255, Anaheim Hills, California 92808;

(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; and

(g) Because the surviving entity is not a business entity organized under the laws of the State of Idaho, GMS Dental Group, Inc., such surviving business entity; hereby:

(i) Agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of any business entity party to the merger that was organized under the laws of the State of Idaho, as well as for enforcement of any obligation of the surviving business entity arising from the merger; and

(ii) Appoints the Secretary of State of the State of Idaho as its agent for service of process in any such proceeding, and hereby specifies the following address to which

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MERGER

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a copy of the process shall be mailed to it by the Secretary of State of the State of Idaho:

GMS Dental Group, Inc.
Grant M. Sadler, President
180 North Riverside Drive, Suite 255
Anaheim Hills, California 92808

Dated this 11th day of October, 1996.

GMS DENTAL GROUP, INC.

By: 

Grant M. Sadler, President

POCATELLO DENTAL GROUP, P.L.L.C.,
AN IDAHO PROFESSIONAL LIMITED
LIABILITY COMPANY

By: 

David P. Sutton, Member