



CERTIFICATE OF INCORPORATION
OF

PRICE CROWN & BRIDGE LAB., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

PRICE CROWN & BRIDGE LAB., INC.

duly signed 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
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *March 17, 1982*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
PRICE CROWN & BRIDGE LAB., INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is PRICE CROWN & BRIDGE LAB.,
INC.

ARTICLE II - DURATION

The duration of this corporation is Perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which this corporation is organized
are:

- a. To engage in the business of production and repair of dentures, crowns, bridges, etc.; to do all things necessary for the accomplishment of the same; to do so as a wholesaler, retailer, distributor or otherwise; to do so on its own account or for the account of others; to do so by itself or in conjunction with others.
- b. To acquire by purchase, exchange, gift, bequest, subscriptions or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor

in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.

d. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each amendment.

ARTICLE V - PRE-EMPTIVE SHAREHOLDER RIGHTS

The shareholders shall have pre-emptive rights to acquire unissued shares of this corporation in the manner and subject to the limitations prescribed by this Article and not otherwise. Except as provided below, before the Board of Directors shall issue any unissued shares of this corporation it shall notify each shareholder of the proposed issuance and of the terms and conditions under which the shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any shareholder shall have the right on the

same terms and conditions as is stated in the notice to acquire such portion of the shares proposed to be issued as the shares held by such shareholder bears to the total shares issued and outstanding at the time such notice is given, such right to be exercised by giving notice of such election to the corporation at its registered office. If any shareholder does not give notice of his election to acquire such shares within such 30-day period, the shares may be issued free and clear of any and all claims of that shareholder and any other shareholders, but only on terms and conditions no more favorable to the issuee than the terms and conditions stated in the notice to the shareholders. The shareholders shall have no pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible, real or personal, or for labor or services actually performed, or shares issued by the corporation on the exercise of an incentive option granted to officers or employees of the corporation or officers or employees of any subsidiary corporation. The Bylaws shall make such provisions as are reasonable and appropriate to implement this right.

Except as provided above, a shareholder shall have no pre-emptive rights to acquire any securities of this corporation.

ARTICLE VI - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of no par value.

All stock of this corporation shall be of the same class, hereby designated "common stock", and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any call and is non-assessable.

ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least ONE THOUSAND DOLLARS (\$1,000.00) has been received for the issuance of shares.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Glen Price
932 Lott
Pocatello, Idaho 83201

ARTICLE IX - DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is three. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify are:

Glen Price
932 Lott
Pocatello, Idaho
83201

Carrol Price
932 Lott
Pocatello, Idaho
83201

Glenda Callahan
243 South Main
Logan, Utah
84320

ARTICLE X - INCORPORATORS

The name and address of each incorporator is:

Glen Price
932 Lott
Pocatello, Idaho 83201

ARTICLE XI

COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

If this corporation enters into a contract or carries on transactions with other corporations or businesses, which other corporations or businesses have one or more common directors or managers with this corporation, then no such contracts or transactions shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 15 day of Jan, 1982.

Glen Price
INCORPORATOR

STATE OF Idaho)
County of Bannock) :ss.

I, Cherie Sandusky, a Notary Public, hereby certify that on the 15 day of Jan, 1982, GLEN PRICE personally appeared before me, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true.

DATED this 15 day of Jan, 1982.

Cherie Sandusky
NOTARY PUBLIC

My Commission Expires:

5/24/83

Residing at:

Pocatello
Bannock County