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COVER SHEET  
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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

<p>1. Name of Party(ies) conveying an interest:</p> <p>Denturecare, Inc. 3109 Poplarwood Court Suite 310 Raleigh, North Carolina 27604</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership            <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation <u>Delaware</u>  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>Dentalcare Partners, Inc.</u>  Street Address: <u>3109 Poplarwood Court</u>  Internal Address: <u>Suite 310</u>  City: <u>Raleigh</u>      State: <u>North Carolina</u>      Zip: <u>27604</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement            <input checked="" type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>Execution Date: <u>February 20, 1996</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>N/A</u></p> <p>B. Trademark Registration No.(s): <u>1,952,396</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Steven R. Hunter, Esq.</u>  Internal Address: <u>Moore &amp; Van Allen, PLLC</u>  Street Address: <u>2200 West Main Street, Suite 800</u>  City: <u>Durham</u>      State: <u>NC</u>      ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.4):                      \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account  (Any Deficiency)</p> <p>8. Deposit account number:  <u>13-4365</u>  (Attach duplicate copy of this form if paying by deposit account):</p>
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DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Steven R. Hunter, Esq.                      [Signature]                      8-20-98  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: \_\_\_\_\_

<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks  Box Assignments  Washington, D.C. 20231</p>	<p>CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.</p> <p><u>CHRIS HEARNON</u>  (Typed or printed name of person signing the certificate)</p> <p><u>[Signature]</u>  (Signature of the person signing the certificate)</p> <p><u>8-20-98</u>  (Date of Signature)</p>
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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DENTURECARE, INC.", CHANGING ITS NAME FROM "DENTURECARE, INC." TO "DENTALCARE PARTNERS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D. 1996, AT 3:16 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9245562  
TRADEMARK  
DATE: 08-11-98  
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9198284254 TO 138819000 OF CORPORATIONS 24/89  
STATE OF DELAWARE  
SECRETARY OF STATE  
FILED 03:16 PM 02/20/1996  
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CERTIFICATE OF AMENDMENT  
TO  
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
DENTURECARE, INC.

The undersigned Corporation hereby executes the articles of this Certificate of Amendment to Second Amended and Restated Certificate of Incorporation for the purpose of amending its Second Amended and Restated Certificate of Incorporation.

1. The name of the corporation is DentureCare, Inc.

2. The following amendments to the Certificate of Incorporation of the Corporation were adopted by the stockholders of the Corporation on the 13th day of February, 1996, in the manner prescribed by law and Article X of the Corporation's Second Amended and Restated Certificate of Incorporation:

A. Article I of the Second Amended and Restated Certificate of Incorporation shall be amended as follows:

(a) Article I shall be deleted in its entirety and replaced by the following:

I. The name of the Corporation is DentalCare Partners, Inc.

B. Article IV of the Second Amended and Restated Certificate of Incorporation shall be amended as follows:

(a) Section D.1(iv)(a)(2) shall be deleted in its entirety and replaced by the following:

"(2) the issuance of up to ninety-six thousand six hundred (96,600) shares of Common Stock (proportionately adjusted to reflect any stock splits, stock dividends or stock combinations) under any non-qualified incentive arrangement, stock option plan or compensation plan which is adopted for the benefit of

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employees, directors or service providers of the Corporation with the approval of the holders of two-thirds of the outstanding shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock, each Series voting separately as a class, with each share having one vote;"

(b) Section D.1(iv)(a)(3) shall be deleted in its entirety and replaced by the following:

"(3) the issuance of up to seventy-two thousand three hundred three (72,303) shares of Common Stock to officers and key management employees (proportionately adjusted to reflect any stock splits, stock dividends or stock combinations) under the Corporation's 1994 Incentive Stock Option Plan, as amended; or"

(c) Section D.2(iv)(a)(2) shall be deleted in its entirety and replaced by the following:

"(2) the issuance of up to ninety-six thousand six hundred (96,600) shares of Common Stock (proportionately adjusted to reflect any stock splits, stock dividends or stock combinations) under any non-qualified incentive arrangement, stock option plan or compensation plan which is adopted for the benefit of employees, directors or service providers of the Corporation with the approval of the holders of two-thirds of the outstanding shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock, each Series voting separately as a class, with each share having one vote;"

(d) Section D.2(iv)(a)(3) shall be deleted in its entirety and replaced by the following:

"(3) the issuance of up to seventy-two thousand three hundred three (72,303) shares of Common Stock to officers and key management employees (proportionately adjusted to reflect any stock splits, stock dividends or stock combinations) under the Corporation's 1994 Incentive Stock Option Plan, as amended; or"

(e) Section D.3(iv)(a)(2) shall be deleted in its entirety and replaced by the following:

"(2) the issuance of up to ninety-six thousand six hundred (96,600) shares of Common Stock (proportionately adjusted to reflect any stock splits, stock dividends or stock combinations) under any non-qualified incentive arrangement, stock option plan or compensation plan which is adopted for the benefit of employees, directors or other service providers of the Corporation with the approval of the holders of two-thirds of the outstanding shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock, each Series voting separately as a class, with each share having one vote;"

(f) Section D.3(iv)(a)(3) shall be deleted in its entirety and replaced by the following:

"(3) the issuance of up to seventy-two thousand three hundred three (72,303) shares of Common Stock to officers and key management employees (proportionately adjusted to reflect any stock splits, stock dividends or stock combinations) under the Corporation's 1994 Incentive Stock Option Plan, as amended; or"

(g) Section D.4(iv)(a)(2) shall be deleted in its entirety and replaced by the following:

"(2) the issuance of up to ninety-six thousand six hundred (96,600) shares of Common Stock (proportionately adjusted to reflect any stock splits, stock dividends or stock combinations) under any non-qualified incentive arrangement, stock option plan or compensation plan which is adopted for the benefit of employees, directors or service providers of the Corporation with the approval of the holders of two-thirds of the outstanding shares of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Series D Preferred Stock, each Series voting separately as a class, with each share having one vote;"

(h) Section D.4(iv)(a)(3) shall be deleted in its entirety and replaced by the following:

"(3) the issuance of up to seventy-two thousand three hundred three (72,303) shares of Common Stock to officers and key management employees (proportionately adjusted to reflect any stock splits, stock dividends or stock combinations) under the Corporation's 1994 Incentive Stock Option Plan, as amended; or"

3. The number of shares of the Corporation outstanding at the time of such adoption was as follows: Nine hundred fifty-seven thousand four hundred seventy (957,470) shares of the Corporation's single class of Common Stock; seven hundred twenty thousand (720,000) shares of the Corporation's Series A Preferred Stock; four hundred thirty-eight thousand five hundred (438,500) shares of the Corporation's Series B Preferred Stock; no (0) shares of the Corporation's Series C Preferred Stock; and seven hundred twenty-five thousand one hundred (725,100) shares of the Corporation's Series D Preferred Stock. Pursuant to Article X of the Corporation's Second Amended and Restated Certificate of Incorporation, all of the foregoing shares were entitled to vote for such amendment.

4. The number of shares voted for such amendment was as follows: seven hundred fifty-eight thousand seven hundred fifty-eight (758,758) shares of the Corporation's Common Stock; seven hundred twenty thousand (720,000) shares of the Corporation's Series A Preferred Stock; four hundred two thousand seven hundred ninety-seven (402,797) shares of the Corporation's Series B Preferred Stock; no (0) shares of the Corporation's Series C Preferred Stock, none being outstanding; and four hundred ninety-three thousand four hundred twenty-one (493,421) shares of the Corporation's Series D Preferred Stock.

The foregoing amendments were duly adopted in accordance with the applicable provisions of Sections 242(a)(3) and 242(b)(1) of the Delaware General Corporation Law.

The foregoing amendments was adopted by written consent of two-thirds of the outstanding preferred stock voting as a class

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by series entitled to vote thereon pursuant to Article X of the Corporation's Second Amended and Restated Certificate of Incorporation, and a majority of the Corporation's Common Stock entitled to vote thereon. Prompt notice of this vote has been given to the other holders of the Common Stock and of each Series of the Preferred Stock of the Corporation.

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IN WITNESS WHEREOF, this Certificate of Amendment was signed  
by the duly authorized officers of the Corporation this 20th  
day of February, 1996.

ATTEST:

  
Richard W. Scott  
Assistant Secretary

DEWITTENESS, INC., a Delaware  
corporation

  
Norvell M. Miller, IV  
Chief Executive Officer

[CORPORATE SEAL]

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\*\* TOTAL PAGE.007 \*\*

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RECORDED: 08/20/1998

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\*\* TOTAL PAGE.009 \*\*  
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