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VFD OF PENNSYLVANIA, INC.

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Delaware

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The First State

I, JEFFREY W. BULLOCK, 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 "VFD OF PENNSYLVANIA, INC.", CHANGING ITS NAME FROM "VFD OF PENNSYLVANIA, INC." TO "SMILE BRANDS EAST, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2009, AT 2:47 O'CLOCK P.M.

2537894 8100

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7727046

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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:47 PM 11/09/2009
FILED 02:47 PM 11/09/2009
SRV 091002084 - 2537894 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

VFD OF PENNSYLVANIA, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by the unanimous written consent of its members, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of VFD of Pennsylvania, Inc. be amended by changing the FIRST Article thereof so that, as amended, said Article shall read as follows:

ARTICLE FIRST

The name of the Corporation is: "Smile Brands East, Inc."

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Steven C. BIR, its President, this 9th day of November, 2009.



Steven C. BIR, President