

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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5/12/97

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Amend.

1.) Diversified Dental Services, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

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-05/12/97-01028-0115
*****35.00 *****35.00

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97 MAY 12 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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5/12

Amend

2

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
DIVERSIFIED DENTAL SERVICES, INC.**

FILED

97 MAY 12 PM 1:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following Article III of the Articles of Incorporation of DIVERSIFIED DENTAL SERVICES, INC. (the "Corporation") is amended in accordance with Florida Statutes Chapter 607 to read as follows:

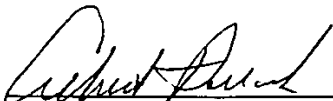
ARTICLE III

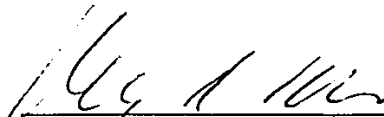
CAPITAL STOCK

The total number of shares of Common Stock which this Corporation shall have authority to issue is 10,000,000 shares at no par value per share.

This Amendment was approved and adopted by the Board of Directors of the Corporation and the Shareholders of the Corporation, on May 7, 1997. The Amendment was approved by the Shareholders, in accordance with applicable law, the charter of the Corporation and its Bylaws. The number of votes cast by the Shareholders for the Amendment was sufficient for the approval of this Amendment.

IN WITNESS WHEREOF, the undersigned Officers, Directors, and Shareholders of the Corporation have executed these Articles of Amendment this 7th day of May, 1997.

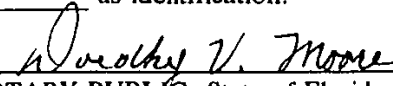

ALBERT POLLOCK, President,
Director, Shareholder

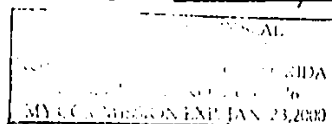

MARTIN R. DRILLICH, Executive
Vice President, Director, Shareholder

STATE OF FLORIDA)

COUNTY OF PINELLAS)

THE FOREGOING Articles of Amendment was acknowledged before me this 7th day of May, 1997, by MARTIN R. DRILLICH, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, State of Florida
Commission Expires: 1/23/2000



STATE OF FLORIDA)

COUNTY OF PINELLAS)

THE FOREGOING Articles of Amendment was acknowledged before me this 7 day
of May, 1997, by ALBERT POLLOCK, who is personally known to me or who has produced
as identification.

Dorothy M. [Signature]
NOTARY PUBLIC, State of Florida
Commission Expires: 1/23/2000