

Document Number Only

853364

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

97 AUG 20 AM 11:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-08/20/97--01086--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

TLC Dental Laboratories, Inc. (FL)  
Merging into  
National Dentex Corporation (MA)

- ( ) Profit  
( ) NonProfit  
( ) Limited Liability Co.  
( ) Foreign  
( ) Limited Partnership  
( ) Reinstatement  
( ) Certified Copy  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

T.L.C. DENTAL LABORATORIES, INC., a Florida corporation 314053

into

**NATIONAL DENTEX CORPORATION**, a Massachusetts corporation 853364

File date: August 20, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER  
OF  
TLC DENTAL LABORATORIES, INC.  
(Subsidiary Corporation)  
INTO  
NATIONAL DENTEX CORPORATION  
(Parent Corporation)**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: National Dentex Corporation, parent corporation, is a corporation organized under the laws of the Commonwealth of Massachusetts owning at least 80 percent of the shares of TLC Dental Laboratories, Inc., subsidiary corporation, a corporation organized under the laws of the State of Florida.

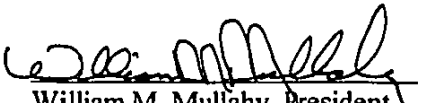
SECOND: The Plan of Merger, attached hereto as Exhibit A, was adopted by the board of directors of National Dentex Corporation, parent corporation.

THIRD: Shareholder approval was not required.

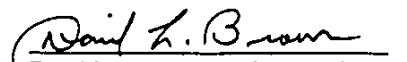
FOURTH: The Board of Directors of National Dentex Corporation, parent corporation, adopted the Plan of Merger on June 17, 1997.

Signed this 1st Day of July, 1997.

NATIONAL DENTEX CORPORATION,  
SURVIVING CORPORATION

By:   
William M. Mullahy, President

TLC DENTAL LABORATORIES, INC.,  
TERMINATING CORPORATION

By:   
David L. Brown, Vice President,  
Treasurer and CFO

FILED  
97 AUG 20 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER

The Board of Directors of National Dentex Corporation hereby adopts and approves, pursuant to Section 607.1104 of the Florida Business Corporation Act, the following Plan of Merger:

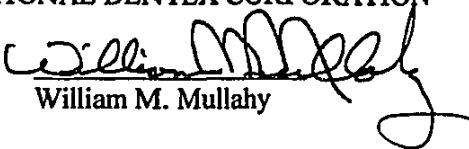
1. Names of Parent and Subsidiary Corporations. The name of the parent corporation is National Dentex Corporation, a Massachusetts corporation (the "Parent Corporation"), and the name of the subsidiary corporation is TLC Dental Laboratories, Inc., a Florida corporation (the "Subsidiary Corporation"). The Subsidiary Corporation is a wholly-owned subsidiary of the Parent Corporation.
2. Manner of Converting Shares. On the effective date of the merger of the Subsidiary Corporation into the Parent Corporation, all of the outstanding shares of capital stock of the Subsidiary Corporation shall, without the necessity of any further action, be deemed cancelled, as the Subsidiary Corporation will no longer exist.
3. Dissenting Shareholders. There are no dissenting shareholders. The sole shareholder of the subsidiary corporation voted in favor of the Plan of Merger. Consequently, Sec. 607.1104 (1)(b)4 of the Florida Business Corporation Act does not apply.
4. Waiver of Mailing Requirement. The shareholder of all of the outstanding shares of the subsidiary waived the mailing requirement for notice of the plan of merger.
5. The Effective Date of the Merger. The effective date of the merger shall be immediately upon the filing of the Articles of Merger with the Secretary of State.

Signed this 1st day of July, 1997.

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SURVIVING CORPORATION:  
NATIONAL DENTEX CORPORATION

By:

  
William M. Mullahy

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David V. Harkins


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Jack R. Crosby

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William H. McClurg

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Norman F. Strate

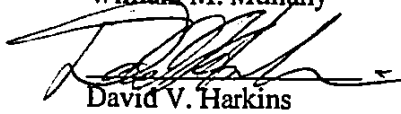
MERGED CORPORATION:  
TLC DENTAL LABORATORIES, INC.

By:

  
William M. Mullahy

SURVIVING CORPORATION:  
NATIONAL DENTEX CORPORATION

By:   
William M. Mullahy

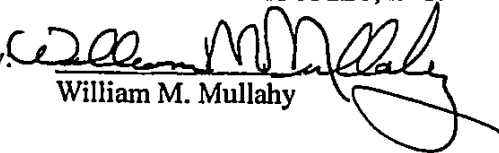
  
David V. Harkins

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Jack R. Crosby

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William H. McClurg

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Norman F. Strate

MERGED CORPORATION:  
TLC DENTAL LABORATORIES, INC.

By:   
William M. Mullahy

SURVIVING CORPORATION:  
NATIONAL DENTEX CORPORATION

By: William M. Mullahy  
William M. Mullahy

David V. Harkins

Jack R. Crosby  
Jack R. Crosby


William H. McClurg

Norman F. Strate

MERGED CORPORATION:  
TLC DENTAL LABORATORIES, INC.

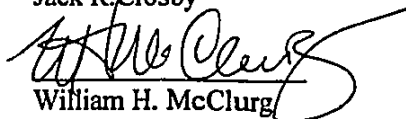
By: William M. Mullahy  
William M. Mullahy

SURVIVING CORPORATION:  
NATIONAL DENTEX CORPORATION

By:   
William M. Mullahy

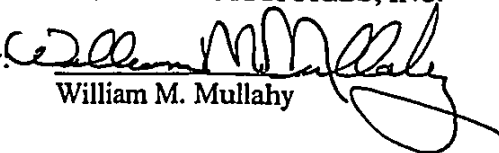
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Jack R. Crosby

  
William H. McClurg

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Norman F. Strate

MERGED CORPORATION:  
TLC DENTAL LABORATORIES, INC.

By:   
William M. Mullahy



SURVIVING CORPORATION:  
NATIONAL DENTEX CORPORATION

By: William M. Mullahy  
William M. Mullahy

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David V. Harkins

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Jack R. Crosby

\_\_\_\_\_  
William H. McClurg

Norman F. Strate  
Norman F. Strate

MERGED CORPORATION:  
TLC DENTAL LABORATORIES, INC.

By: William M. Mullahy  
William M. Mullahy

**TLC DENTAL LABORATORIES, INC.**

**ACTION BY CONSENT OF THE BOARD OF DIRECTORS  
IN LIEU OF A SPECIAL MEETING**

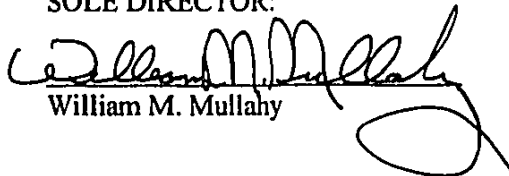
**July 1, 1997**

The undersigned, being the all of the Directors of TLC Dental Laboratories, Inc., a Florida corporation (the "Corporation"), hereby consent, pursuant to Sec. 607.0821 of the Florida Business Corporation Act, to the adoption of the following resolution, to be effective as of the date set forth above:

VOTED: That immediately after the purchase by National Dentex Corporation ("Dentex"), a Massachusetts corporation, of all of the issued and outstanding shares of capital stock (the "Shares") of the Corporation and the consummation of the transactions contemplated by the Stock Purchase Agreement by and among Dentex, Jim Cason and William Layman, the Corporation shall merge with and into Dentex (the "Merger") pursuant to the applicable provisions of the Massachusetts Business Corporation Law and any Florida laws; and that the President or a Vice President, and the Clerk or an Assistant Clerk, of the Corporation be, and they hereby are, authorized and directed to execute and deliver, in the name and on behalf of the Corporation, Articles of Merger as required under the Massachusetts Business Corporation Law, and any laws of the State of Florida; and that the President or a Vice President, and the Clerk or and Assistant Clerk, of the Corporation be, and they hereby are, directed to file the Articles of Merger with the Secretary of State of the Commonwealth of Massachusetts, and the Articles of Merger with the Secretary of State of the State of Florida, and to pay all fees due in connection therewith, whereupon the Merger shall become effective.

VOTED: That the officers of the Corporation be, and they hereby are, authorized and directed in the name and on behalf of the Corporation, to take or cause to be taken, whether singly or collectively, all such further action as they, in their sole discretion, may deem necessary or advisable in order to effect the purposes and intent of the foregoing votes and to consummate the transactions contemplated thereby.

SOLE DIRECTOR:

  
William M. Mullahy

**TLC DENTAL LABORATORIES, INC.  
WAIVER OF NOTICE BY SOLE STOCKHOLDER**

**July 1, 1997**

The undersigned, being the sole stockholder of TLC Dental Laboratories, Inc., a Florida corporation (the "Corporation"), hereby waives, pursuant to Sec. 607.0704(1) of the Florida Business Corporation Act (the "Act"), the mailing requirement of Sec. 607.1104(2) of the Florida Business Corporation Act regarding the Plan of Merger attached hereto as Exhibit A. The undersigned, being the sole stockholder of the Corporation hereby approves the Plan of Merger and shall not exercise its dissenting shareholder rights under Section 607.1320 F.S. of the Act. This waiver of notice and waiver of dissenting shareholder rights shall be included in the minutes of the Corporation.

TLC DENTAL LABORATORIES, INC.

By:

  
William M. Mullahy, President