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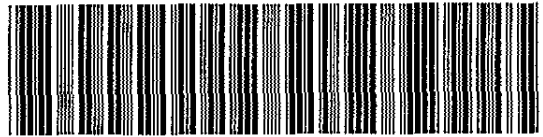
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
VI



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 244679 4309883

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : September 16, 2003

ORDER TIME : 10:16 AM

ORDER NO. : 244679-005

CUSTOMER NO: 4309883

CUSTOMER: Karen Corinna, Legal Asst
Posternak, Blankstein & Lund
100 Charles River Plaza

Boston, MA 02114

ARTICLES OF MERGER

TOP QUALITY PARTIALS, INC.

INTO

NATIONAL DENTEX CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan EXT. 1155

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
TOP QUALITY PARTIALS, INC.
AND
NATIONAL DENTEX CORPORATION

FILED
03 SEP 17 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Top Quality Partials, Inc. with and into National Dentex Corporation as approved by the Board of Directors of Top Quality Partials, Inc. on September 2, 2003 and adopted at a meeting by the Board of Directors of National Dentex Corporation on August 12, 2003.

2. The merger of Top Quality Partials, Inc. with and into National Dentex Corporation is permitted by the laws of the jurisdiction of organization of National Dentex Corporation and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of National Dentex Corporation was August 12, 2003.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on the date of filing.

Executed on September 16, 2003.

Top Quality Partials, Inc.

By: 
David L. Brown, President

National Dentex Corporation

By: 
David L. Brown, President

PLAN OF MERGER

1. National Dentex Corporation, which is a business corporation of the Commonwealth of Massachusetts and is the parent corporation and the owner of all of the outstanding shares of Top Quality Partials, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Top Quality Partials, Inc. into National Dentex Corporation pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of National Dentex Corporation.

2. The separate existence of Top Quality Partials, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act, and National Dentex Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Top Quality Partials, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of National Dentex Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.