



THE UNITED STATES CORPORATION COMPANY

F98000001862

98 JUL 30 PM 4:10 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 910508 7151049
AUTHORIZATION : Patricia Pzyut
COST LIMIT : \$ 70.00

ORDER DATE : July 30, 1998
ORDER TIME : 2:22 PM
ORDER NO. : 910508-020
CUSTOMER NO: 7151049

Merger

CUSTOMER: Ms. Staci Levine
Dental Partners, Inc.
Suite 905
One East Broward Boulevard
Fort Lauderdale, FL 33301

900002603409--1

FOREIGN FILINGS

NAME: NNB, INC.

XX PROFIT XX CORPORATE
NON-PROFIT LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

98 JUL 30 PM 3:23 RECEIVED DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

NNB, INC., a Florida corporation 529316

into

DENTAL PARTNERS OF FLORIDA, INC., a Delaware corporation
F98000001862

File date: July 30, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

CSC
JEANINE
TALLAHASSEE, FL

SUBJECT: DENTAL PARTNERS OF FLORIDA, INC.
Ref. Number: F98000001862

We have received your document for DENTAL PARTNERS OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown

Corporate Specialist

Letter Number: 998A00040213

98 JUL 30 PM 4:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLES OF MERGER
OF
NNB, INC.
AND
DENTAL PARTNERS OF FLORIDA, INC.

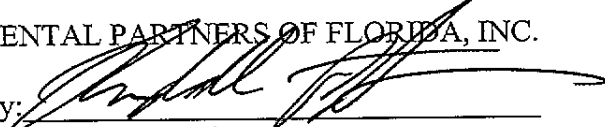
To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named to hereby submit the following articles of merger.

1. The following Annexed hereto and made a part hereof is the Plan of Merger for merging NNB, INC. with and into DENTAL PARTNERS OF FLORIDA, INC.
2. The shareholders entitled to vote on the aforesaid Plan of Merger of NNB, INC. approved and adopted the Plan of Merger at a meeting of said shareholders held on July 22, 1998.
3. The merger of NNB, INC. with and into DENTAL PARTNERS OF FLORIDA, INC. is permitted by the laws of the jurisdiction of organization of DENTAL PARTNERS OF FLORIDA, INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of DENTAL PARTNERS OF FLORIDA, INC. was July 22, 1998.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:00 a.m. on July 24, 1998.

Executed on July 22, 1998.

NNB, INC.
By: 
Name: Randall P. Stern
Capacity: Vice President

DENTAL PARTNERS OF FLORIDA, INC.
By: 
Name: Randall P. Stern
Capacity: Vice President

PLAN AND AGREEMENT OF MERGER

OF

NNB, INC.
(a Florida corporation)

AND

DENTAL PARTNERS OF FLORIDA, INC.
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER dated as of July 23, 1998 by NNB, INC., a business corporation of the State of Florida ("NNB, Inc."), and approved by resolution adopted by its Board of Directors as of said date, and DENTAL PARTNERS OF FLORIDA, INC. ("Dental Partners"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors as of said date.

WHEREAS, NNB, Inc. is a business corporation of the State of Florida with its principal office located at 1313 N.E. 125th Street, North Miami Beach, Miami-Dade County, Florida 33161; and

WHEREAS, the total number of shares of stock which NNB, Inc. has authority to issue is 100 all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Dental Partners is a business corporation of the State of Delaware with its registered office therein located at 1013 Centre Road, Wilmington, Delaware 19805, City of Wilmington, County of New Castle; and Corporation Service Company; and

WHEREAS, the total number of shares of stock which Dental Partners has authority to issue is 1000, all of which are of one class and of a par value of \$.001 each; and

WHEREAS, the Florida law permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, NNB, Inc. and Dental Partners and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge NNB, Inc. with and into

Dental Partners pursuant to the provisions of Florida law and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being hereunto duly entered into by NNB, Inc. and approved by a resolution adopted by its Board of Directors and being hereunto duly entered into by Dental Partners and approved by a resolution adopted by its Board of Directors, merger of NNB, Inc. and Dental Partners and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

A. NNB, Inc. and Dental Partners shall, pursuant to the provisions of Florida law and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Dental Partners of Florida, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of NNB, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of Florida law.

B. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

C. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

D. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

E. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into the right to receive \$4,000 in cash, \$2,600 principal amount of promissory notes and 650 shares of capital stock of Dental Partners, Inc., the Florida parent corporation of Dental Partners. All rights to acquire shares of the

terminating corporation shall terminate at the effective time of the merger. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation. Any rights to acquire shares of the surviving corporation shall not be converted, exchanged or affected in any manner by the consummation of the merger.

F. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of Florida law and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

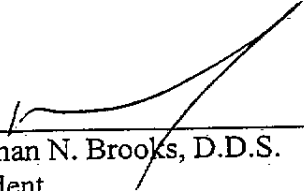
G. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall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

H. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be the date on which this Plan and Agreement of Merger have been filed with the appropriate authorities of the State of Delaware.

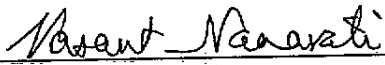
IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: July 23, 1998

NNB, INC.

By: 
Name: Norman N. Brooks, D.D.S.
Title: President

DENTAL PARTNERS OF FLORIDA, INC.

By: 
Name: Vasant Nanavati
Title: Vice President