

F98000001862



ACCOUNT NO. : 072100000032
REFERENCE : 995413 4311859
AUTHORIZATION : Patricia Pizant
COST LIMIT : \$ 70.00

FILED
98 OCT 14 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 14, 1998

ORDER TIME : 9:33 AM
ORDER NO. : 995413-005
CUSTOMER NO: 4311859

merge

CUSTOMER: Mr. Glenn Halpern
Haythe & Curley
237 Park Ave.
20th Floor
New York, NY 10017-3142

000002663470--9

ARTICLES OF MERGER

CITRUS DENTAL ASSOCIATES, INC.

INTO

DENTAL PARTNERS OF FLORIDA,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

DR
10/15/98

RECEIVED
98 OCT 14 AM 10:36
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

CITRUS DENTAL ASSOCIATES, INC., a Florida corporation 552159

into

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

File date: October 14, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
CITRUS DENTAL ASSOCIATES, INC.
INTO
DENTAL PARTNERS OF FLORIDA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned Corporations, CITRUS DENTAL ASSOCIATES, INC., a Florida Corporation, and DENTAL PARTNERS OF FLORIDA, INC., a Delaware Corporation, adopt the following Articles of Merger for the purpose of merging CITRUS DENTAL ASSOCIATES, INC. into DENTAL PARTNERS OF FLORIDA, INC.

Plan of Merger

1. The Plan of Merger setting forth the terms and conditions of the merger of CITRUS DENTAL ASSOCIATES, INC. into DENTAL PARTNERS OF FLORIDA, INC. is attached to these Articles as an Exhibit and incorporated herein by Reference. DENTAL PARTNERS OF FLORIDA, INC. shall be the Surviving Corporation.

Adoption of Plan

2. There are One thousand (1,000) shares of common stock, each of \$1.00 par value of CITRUS DENTAL ASSOCIATES, INC. issued and outstanding that were entitled to vote on the Plan of Merger. One Thousand (1,000) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger, at a special meeting of the Shareholders of CITRUS DENTAL ASSOCIATES, INC. held effective October 6, 1998.

3. The Plan of Merger was approved by the Board of Directors of CITRUS DENTAL ASSOCIATES, INC. at a special meeting of the Board held effective October 6, 1998.

4. There are One Thousand (1,000) shares of common stock, each of \$.001 par value of DENTAL PARTNERS OF FLORIDA, INC. issued and outstanding that were entitled to vote on the Plan of Merger. One Thousand (1,000) shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of DENTAL PARTNERS OF FLORIDA, INC. held effective October 6, 1998.

5. The Plan of Merger was approved by the Board of Directors of DENTAL PARTNERS OF FLORIDA, INC. at a special meeting of the Board held effective October 6, 1998.

Effective Date

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned Corporations have caused these Articles of Merger to be signed effective October 6, 1998.


CITRUS DENTAL ASSOCIATES, INC.

By:  _____

ALAN S. GASSMAN

Its: Vice President and Assistant Secretary

DENTAL PARTNERS OF FLORIDA, INC.

By:  _____
Vasant Nanavati

Its: ^{Vice} President

J:\C\CITRUS.DEN\MERGER\ARTICLES.MER
:mct*emt 10-7-98

PLAN AND AGREEMENT OF MERGER

OF
CITRUS DENTAL ASSOCIATES, INC.
(a Florida corporation)

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

PLAN AND AGREEMENT OF MERGER entered into on October 6, 1998 by Citrus Dental Associates, Inc., a Florida corporation and formerly a professional association of the State of Florida ("Citrus"), and approved by resolution adopted by its Board of Directors as of said date, and DENTAL PARTNERS OF FLORIDA, INC. ("DPI"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors as of said date.

WHEREAS, Citrus is a corporation of the State of Florida with its principal office therein located at 314 S. Line Street, Inverness, Florida 34452; and

WHEREAS, the total number of shares of stock which Citrus has authority to issue is one thousand (1,000), all of which are of one class and of \$1.00 par value; and

WHEREAS, DPI 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 DPI has authority to issue is 1000, all of which are of one class and of a par value of \$.001 each; and

WHEREAS, Florida law permits a merger of a business corporation that is formerly a professional association 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 that is formerly a professional association of that jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Citrus and DPI 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 Citrus with and into DPI pursuant to the provisions of the Florida Business Corporation Act 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 Citrus and approved by a resolution adopted by its Board of Directors and being hereunto duly entered into by DPI and approved by a resolution adopted by its Board of Directors, merger of Citrus and DPI 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. Citrus and DPI shall, pursuant to the provisions of the Florida Business Corporation Act 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 Citrus, 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 certain shares of the parent of the surviving corporation. 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.

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.

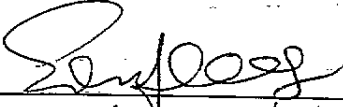
H. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be the date on which this Plan and Agreement of Merger have been filed with the appropriate authorities of the State of Delaware.

* * *

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

Dated: October 6, 1998

CITRUS DENTAL ASSOCIATES, INC.

By: 
Name: Edwin L Holland DDS
Title: President

DENTAL PARTNERS OF FLORIDA, INC.

By: _____
Name: Randall Stern
Title: Chairman

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

Dated: October 6, 1998

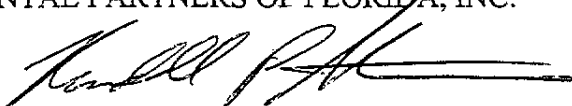
CITRUS DENTAL ASSOCIATES, INC.

By: _____

Name:

Title:

DENTAL PARTNERS OF FLORIDA, INC.

By:  _____

Name: Randall Stern

Title: Chairman