

P94000070228

ELLIS, SPENCER AND BUTLER

ATTORNEYS AT LAW
EMERALD HILLS EXECUTIVE PLAZA I
4601 SHERIDAN STREET
SUITE 505

HOLLYWOOD, FLORIDA 33021-3412

(954) 986-2291

T.D. ELLIS, JR. (1992)
SHERWOOD SPENCER (1996)
ROBERT B. BUTLER (1997)

W. TINSLEY ELLIS
WILLIAM S. SPENCER
MARK F. BUTLER
ROBERT PAUL KEELEY

MIAMI LINE (305) 947-0620
FACSIMILE (954) 986-2778
E-MAIL: esb@esblaw.com
WEBSITE: www.esblaw.com

JONATHAN E. BRODY
CHAPMAN L. SMITH, JR.
JOHN C. PRIMEAU
WILLIAM C. STALIONS

ABOARD CERTIFIED REAL ESTATE

March 17, 1998

Secretary of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

FILED
98 MAR 27 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800002460948--1
-03/18/98--01080--006
****105.00 ****105.00

Re: **Dental Health Management, Inc.**
Our File No.: 050442.00001

Dear Sir or Madam:

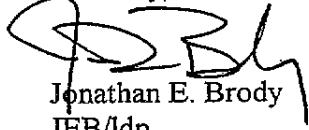
Enclosed please find the following:

1. Articles of Merger for the purpose of merging **Edwin A. Birns, D.D.S., Inc.**, a subsidiary Florida corporation, and **Frederick Rudisch, D.D.S. and Randy Freedline, D.D.S., Inc.**, a subsidiary Florida corporation, into **Dental Health Management, Inc.**, the Florida parent corporation, as the surviving corporation;
2. Our check in the amount of \$105.00 to cover the cost of the above.

Please forward to me confirmation of the above referenced merger in the enclosed, stamped, pre-addressed envelope.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,



Jonathan E. Brody
JEB/ldp
Enclosures

VS MAR 27 1998

VS MAR 27 1998

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EDWIN A. BIRNS D.D.S., INC., a Florida corporation, 602695

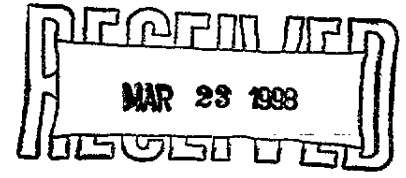
FREDERICK R. RUDISCH, D.D.S. AND RANDY FREEDLINE, D.D.S., INC., a
Florida corporation, 485077

INTO

DHM, INC., a Florida corporation, P94000070228.

File date: March 27, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1998

JONATHAN E. BRODY
EMERALD HILLS EXECUTIVE PLAZA
4601 SHERIDAN ST., STE. 505
HOLLYWOOD, FL 33021-3412

SUBJECT: DHM, INC.
Ref. Number: P94000070228

We have received your document for DHM, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption by the directors of the parent corporation must be included in your document.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 498A00015147

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4601 SHERIDAN STREET
SUITE 505

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ROBERT B. BUTLER (1997)

W. TINSLEY ELLIS
WILLIAM S. SPENCER[®]
MARK F. BUTLER
ROBERT PAUL KEELEY

March 24, 1998

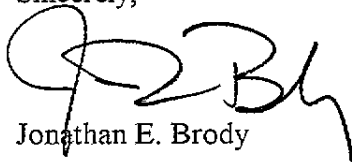
Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: DHM, INC.
Reference No: P94000070228
Letter No: 498A00015147

Dear Ms. Shepard:

Enclosed are the revised Articles of Merger and a copy of your March 20, 1998 letter. Please affect the merger set forth in the articles.

Sincerely,



Jonathan E. Brody

JEB/ldp

Enclosures

**ARTICLES OF MERGER OF
FLORIDA SUBSIDIARY CORPORATIONS INTO
THEIR FLORIDA PARENT CORPORATION**

DHM, INC.

FILED
98 MAR 27 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1104 and §607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Merger for the purpose of merging Edwin A. Birns, D.D.S., Inc., a subsidiary Florida corporation, and Frederick Rudisch, D.D.S. and Randy Freedline, D.D.S., Inc., a subsidiary Florida corporation, into DHM, Inc., the undersigned Florida parent corporation, as the surviving corporation.

1. The Plan of Merger as set forth on *Exhibit "A"* hereto ("Plan of Merger"), was adopted by the board of directors of the undersigned, as the surviving corporation, in accordance with the Act on the date set forth below. The Plan of Merger was adopted without a vote of their shareholders pursuant to Florida Statutes §607.1104.

<u>Entity</u>	<u>Date</u>
DHM, INC.	March 2, 1998


2. The number of outstanding shares of each class of the subsidiary corporations and the number of shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corp.</u>
Edwin A. Birns, D.D.S., Inc.	60	Common	60 (100%)
Frederick Rudisch, D.D.S. and Randy Freedline, D.D.S., Inc	120	Common	120 (100%)

3. The undersigned parent corporation is the sole shareholder of the subsidiary corporations.

4. The effective date of the merger shall be the date on which these articles of merger are filed.

IN WITNESS WHEREOF, the parties hereto have duly executed these Articles of Merger.


DHM, INC.
By: Laurence Brody
As: Chief executive Officer

STATE OF FLORIDA

COUNTY OF

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LAURENCE BRODY, known to me to be the person described in and who executed the attached, who acknowledged before me that he/she executed the same and an oath was taken. Said person is personally known to me or provided the following type of identification _____.

Witness my hand and official seal in the County and State last aforesaid this 2nd day of MARCH, 1998
cap



CYNTHIA ANNE PARKER
Comm. No. CC 413304
My Comm. Exp. Oct. 13, 1998
Bonded thru Pichard Ins. Agcy.


Notary Public

CYNTHIA ANNE PARKER
Printed Name

My Commission Expires:

**PLAN OF MERGER OF
FLORIDA SUBSIDIARY CORPORATIONS INTO
THEIR FLORIDA PARENT CORPORATION
DHM. INC.**

1. **PARTIES TO THE MERGER.** The subsidiary corporations, namely Edwin A. Birns, D.D.S., Inc., and Frederick Rudisch, D.D.S. and Randy Freedline, D.D.S., Inc., (collectively the "Subsidiary Corporations") shall merge into their parent corporation, DHM, Inc. (the "Surviving Corporation").

2. **CONVERSION OF SUBSIDIARY SHARES.** The Surviving Corporation is the sole shareholder of the Subsidiary Corporations and, therefore, no shares of the Surviving Corporation shall be issued.

3. **DISSENTING SHAREHOLDERS.** The Surviving Corporation is the sole shareholder of the Subsidiary Corporations and, therefore, there are no dissenting shareholders of the Subsidiary Corporations.

4. **NO CHANGE TO ARTICLES.** This merger shall result in no changes to the articles of incorporation of the Surviving Corporation.