

P94 000070228

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ROBERT PAUL KEELEY

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

ABOARD CERTIFIED REAL ESTATE

April 14, 1998

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

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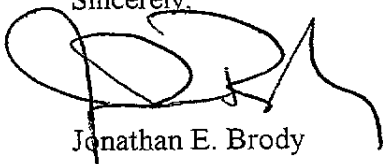
Re: *DHM, Inc.*

To whom it may concern:

Enclosed are Articles of Merger for the purpose of merging North Palm Dental Group, Inc., a subsidiary Florida corporation, into DHM, Inc., the Florida parent corporation. Also, enclosed is our check in the amount of \$70.00. Please forward confirmation of the above merger and a copy of the articles of merger in the enclosed, stamped, pre-addressed envelope.

Your assistance in this matter will be appreciated.

Sincerely,



Jonathan E. Brody

JEB/ldp

Enclosures

FILED
98 APR 17 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

711 APR 21 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORTH PALM DENTAL GROUP, INC., a Florida corporation, P93000066239.

INTO

DHM, INC., a Florida corporation, P94000070228.

File date: April 14, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER OF A
FLORIDA SUBSIDIARY CORPORATION INTO
ITS FLORIDA PARENT CORPORATION
DHM, INC.

FILED
98 APR 17 AM 10:26
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 North Palm Dental Group, 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 DHM, Inc., as the surviving corporation, in accordance with the Act, on April 19, 1998. The Plan of Merger was adopted without a vote of the shareholders pursuant to Florida Statutes §607.1104.

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

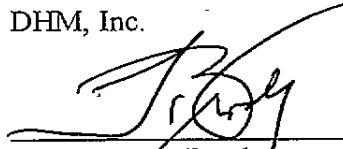
<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corp.</u>
North Palm Dental Group, Inc.	10,000	Common	10,000 (100%)

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

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)
)SS:
COUNTY OF DADE)

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 7th day of APRIL, 1998.



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: 10/13/98

**PLAN OF MERGER OF
FLORIDA SUBSIDIARY CORPORATION INTO
ITS FLORIDA PARENT CORPORATION
DHM, INC.**

1. **PARTIES TO THE MERGER.** The subsidiary corporation, North Palm Dental Group, Inc., (the "Subsidiary Corporation") shall merge into its parent corporation, DHM, Inc. (the "Surviving Corporation").

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

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

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