

P94000070228

BRODY & BRODY, P.A.

20295 N.W. 2nd Avenue

Suite 210

Miami, Florida 33169

305-653-0340 (Tel.)

305-652-9940 (Fax)

June 29, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002581005-7

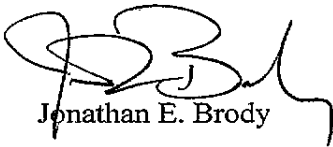
-07/06/98--01127-016
*****70.00 *****70.00

Re: Merger of DHM, Inc. and David W. Ehrenreich, D.D.S., Inc.

To whom it may concern:

Enclosed are the articles of merger and plan of merger of David W. Ehrenreich, D.D.S., Inc. Florida subsidiary corporation, into its parent corporation, DHM, Inc. Also enclosed is a check in the amount of \$70.00 representing the fees for the merger. Please return confirmation of the merger in the enclosed envelope.

Sincerely,


Jonathan E. Brody

Enclosures

FILED
98 JUL -6 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS JUL 8 1998

VS JUL 8 1998

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DAVID W. EHRENREICH, D.D.S., INC., a Florida corporation, 602441

INTO

DHM, INC., a Florida corporation, P94000070228.

File date: July 6, 1998

Corporate Specialist: Velma Shepard

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

FILED
JUL - 6 PM 2: 11
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 David W. Ehrenreich, 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 JUNE 29, 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:

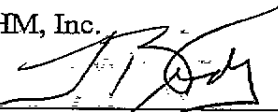
| <u>Name of Subsidiary</u> | <u>Number of Shares Outstanding</u> | <u>Designation of Class</u> | <u>Number of Shares Owned by Surviving Corp.</u> |
|-----------------------------------|-------------------------------------|-----------------------------|--|
| David W. Ehrenreich, D.D.S., Inc. | 500 | Common | 500 |

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)
)
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 29TH day of JUNE, 1998.



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

Cynthia Anne Parker
Notary Public

CYNTHIA ANNE PARKER
Printed Name

My Commission Expires: 10/13/98

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

1. **PARTIES TO THE MERGER.** The subsidiary corporation, namely, David W. Ehrenreich, D.D.S., 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.