

P96000067386

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GEOFFREY WESTER\*  
A MEMBER OF FLORIDA BAR  
EXECUTIVE DIRECTOR:  
BREWER MILLER, III, C.P.A.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APR 16 1998  
AM 11:32

April 16, 1998

*Merge*

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-04/16/98-01060-005  
\*\*\*\*297.50 \*\*\*\*122.50

VIA HAND DELIVERY

122.50

Department of State  
Division of Corporations  
Amendments Section  
Firestone Building  
Tallahassee, Florida 32399

RE: Corporate Documents for Filing

Dear Sir or Madam:

Attached for filing are the following documents:

- Articles of Merger of Orthodontix Acquisition Corp and Orthodontix, Inc., along with the Agreement and Plan of Merger.
- Articles of Amendment to Articles of Incorporation of Orthodontix, Inc, along with an Affidavit regarding the use of "Orthodontix, Inc."; and
- Restated Articles of Incorporation of Embassy Acquisition Corporation.

Please file these documents in the order as the appear in this letter. Please produce a certified copy of each filing upon completion.

Date	4/16/98
Document	1001
User	1001
Case	1001
Number	1001
Acknowledgement	1001

RECORDED  
99 APR 16 AM 11:13  
DIVISION OF CORPORATION

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON, P. A.

Amendments Section

April 16, 1998

Page Two

I will await in your office the filing and certification of these documents.

Sincerely,

A handwritten signature in black ink, appearing to read "Noreen A. Fenner". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

Noreen A. Fenner

Assistant to Richard E. Coates

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ORTHODONTIX ACQUISITION CORP., a Florida corporation P98000026212

INTO

ORTHODONTIX, INC., a Florida corporation, P96000067386

File date: April 16, 1998

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER**  
of  
**ORTHODONTIX ACQUISITION CORP.**  
and  
**ORTHODONTIX, INC.**

FILED  
89 APR 16 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the domestic corporations named herein adopt the following Articles of Merger:

**FIRST:** Annexed hereto and made a part hereof is the Agreement and Plan of Merger dated April 16, 1998 between Orthodontix Acquisition Corp., a Florida corporation, and Orthodontix, Inc., a Florida corporation.

**SECOND:** The merger of Orthodontix Acquisition Corp. with and into Orthodontix, Inc. is permitted by and in compliance with the laws of Florida.

**THIRD:** The merger shall be effective upon filing with the Florida Department of State.

**FOURTH:** The Agreement and Plan of Merger was adopted by written consent by the directors and sole shareholder of Orthodontix Acquisition Corp. on April 16, 1998, and adopted by the unanimous written consent of the sole director and shareholders of Orthodontix, Inc. on April 16, 1998.

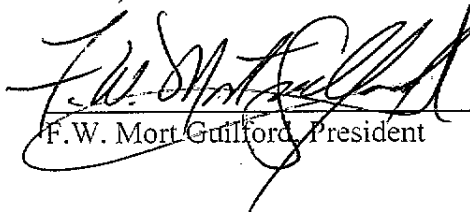
**FIFTH:** The surviving corporation of the merger is Orthodontix, Inc., a Florida corporation.

**IN WITNESS WHEREOF**, said corporations to this merger have caused these Articles of Merger to be signed this 16<sup>th</sup> day of April, 1998.

**Orthodontix Acquisition Corp.**

By:   
Glenn L. Halpryn, President

**Orthodontix, Inc.**

By:   
F.W. Mort Guilford, President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of April 16, 1998, by and among Orthodontix Acquisition Corp. ("Embassy Sub"), a Florida corporation and wholly-owned subsidiary of Embassy Acquisition Corp., and Orthodontix, Inc. ("Orthodontix"), a Florida corporation, with such parties sometimes collectively referred to as the "Constituent Entities," and Orthodontix sometimes referred to as the "Survivor."

### WITNESSETH

WHEREAS, Embassy Sub is a corporation organized and existing under the laws of the State of Florida and is the wholly-owned subsidiary of Embassy Acquisition Corp., a Florida corporation ("Parent"); and

WHEREAS, Orthodontix is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, all of the directors of Embassy Sub and Orthodontix (collectively, the "Directors"), have approved this Agreement and Plan of Merger (this "Agreement"); and

WHEREAS, the sole shareholder of Embassy Sub and the shareholders of Orthodontix (collectively, the "Shareholders") have adopted this Agreement in accordance with the applicable provisions of the Florida Business Corporation Act of 1990, as amended, which permits such a merger.

NOW, THEREFORE, in consideration of the mutual promises herein contained, and intending to be legally bound hereby, the parties covenant and agree as follows:

1. Merger

Embassy Sub shall upon and subject to the terms and conditions set forth in this Agreement and that certain Agreement and Plan of Merger and Reorganization dated as of October 30, 1997 by and among Parent and Orthodontix (the "Agreement of Reorganization"), be merged with and into Orthodontix (the "Merger"), and Orthodontix shall be the Survivor of said Merger and shall become a wholly-owned subsidiary of Parent, and continue to do business as, and under the name of, "Orthodontix, Inc.," a corporation organized under the laws of the State of Florida. Except as continued by operation of law, the separate corporate existence of Embassy Sub shall cease from and after the "Effective Date," as such term is defined below.

2. Effective Date

The Merger provided for in this Agreement shall become effective at the time and on the date of filing of Articles of Merger with the Florida Secretary of State (the "Effective Date").

3. Articles of Incorporation

(a) The Articles of Incorporation of Orthodontix shall constitute, from and after the Effective Date and until further amended in accordance with applicable law, the Articles of Incorporation of the Survivor (the "Articles").

(b) The Bylaws of Orthodontix, as in effect on the Effective Date, shall constitute, from and after the Effective Date and until further amended in accordance with applicable law, the Bylaws of the Survivor (the "Bylaws").

4. Shares of the Constituent and Surviving Corporations.

The manner and basis of converting the shares of Orthodontix common stock into shares of common stock of Parent shall be as follows: At the Effective Date, by virtue of the Merger and without any action on the part of any holder of any capital stock of either Parent or Orthodontix, each share of common stock of Orthodontix issued and outstanding shall be converted into the right to receive one share of common stock of Parent.

5. Cancellation and Extinguishment of Shares.

The separate existence and corporate organization of Embassy Sub shall cease (except insofar as it may be continued by statute), and Orthodontix shall continue to exist as the Survivor, a wholly owned subsidiary corporation of Parent, which shall also continue to exist as a surviving corporation.

6. Directors And Officers

The directors and officers of Orthodontix on the Effective Date shall be, after the Effective Date, the directors and officers of the Survivor. Such directors and officers shall serve in such capacities until their successors shall have been duly elected and qualified according to the Articles and the Bylaws.

7. Effect of Merger

(a) Upon the Effective Date:

(i) Subject to the Agreement of Reorganization, and except as otherwise specifically set forth herein, the corporate identity, existence, purposes, powers, franchises, rights and immunities of Orthodontix shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purposes, powers, franchises and immunities of Embassy Sub shall be merged with and into Orthodontix as the surviving corporation, shall be fully vested therewith.

(ii) Subject to the Agreement of Reorganization, neither the rights of creditors nor any liens upon or security interests in the property of any of Embassy Sub or Orthodontix shall be

impaired by the Merger.

(iii) Subject to the Agreement of Reorganization, all corporate acts, plans, policies, agreements approvals and authorizations of the shareholders and Board of Directors of Embassy Sub and of its respective officers, directors and agents, which were valid and effective immediately prior to the Effective Date, shall be the acts, plans, policies, agreements, approvals and authorizations of Survivor and shall be as effective and binding on Survivor as the same were on Embassy Sub.

(iv) Subject to the Agreement of Reorganization, , Survivor shall be liable for all of the obligations and liabilities of Embassy Sub.

(v) Subject to the Agreement of Reorganization, the rights, privileges, goodwill, inchoate rights, franchises and property, real, personal and mixed, and debts due on whatever account and all other things in action belonging to Embassy Sub, shall be, and they hereby are, bargained, conveyed, granted, confirmed, transferred, assigned and set over to and vested in Survivor, without further act or deed.

(vi) Subject to the Agreement of Reorganization, no claim pending at the Effective Date by or against any of Embassy Sub or Orthodontix, or any stockholder, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred.

(vii) Subject to the Agreement of Reorganization, all rights of employees and creditors and all liens upon the property of each of the Constituent Entities shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all the debts, liabilities and duties of each of the Constituent Entities shall attach to Survivor and shall be enforceable against Survivor, respectively, to the same extent as if all such debts, liabilities and duties had been incurred or contracted by Survivor.

(b) Subject to the Agreement of Reorganization, upon the Effective Date, the accounting entries with respect to the assets, liabilities, capital, surplus and any and all other items of the Constituent Entities shall be taken up on the books of the Survivor at the amounts which they, respectively, are then carried on the books of said Constituent Entities, subject to such adjustments as may be appropriate in giving effect to the Merger.

(c) Subject to the Agreement of Reorganization, nothing in this Agreement, however, shall be deemed to limit the generality of the property and rights hereby vested in, and liabilities assumed by, the Survivor pursuant to the provisions of the law applicable to the Merger, or to exclude any other defects, obligations, liabilities or duties provided by law as incident to or resulting from such Merger and not specifically mentioned in this Agreement.

8. Further Assurances

If at any time the Survivor shall determine or be advised that any further instruments of transfer, assignments or assurances in law or any other acts or things are necessary or desirable to vest, perfect, confirm or record or authorize in the Survivor title to any property, rights, privileges, powers, franchises or any other interests of Embassy Sub or otherwise to carry out the provisions of this Agreement, Embassy Sub and its respective officers, as and when requested by the Survivor shall execute and deliver any and all such instruments of transfer, assignments, assurances or other instruments.

9. Amendment

(a) Subject to the Agreement of Reorganization and to the provisions contained in Subsection 9(b) below, at any time prior to the Effective Date, this Agreement may be amended in any manner as may be determined in the joint judgment of the Directors to be necessary, desirable or expedient in order to facilitate the purposes and intent of this Agreement.

(b) Notwithstanding the provisions contained in Subsection 9(a) above, any action taken pursuant to said Subsection shall not: (i) alter or change the amount or kind of shares, obligations, securities, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of any class or series or partnership interests of the Constituent Entities; (ii) alter or change any term of the Articles of the Survivor; or (iii) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any shares of stock of or partnership interests in any of the Constituent Entities.

10. Termination

Subject to the Agreement of Reorganization, at any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned by the joint decision of the Directors, notwithstanding approval of this Agreement by the Shareholders.

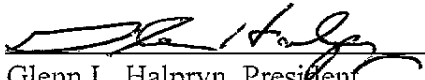
11. Counterparts

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument.

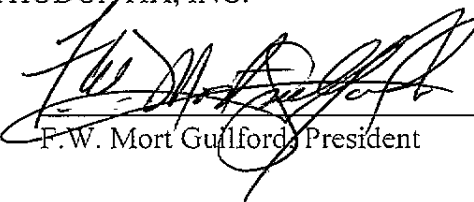


IN WITNESS WHEREOF, Embassy Sub and Orthodontix, pursuant to the approval and authority duly given by resolutions adopted by the Directors and Shareholders, have caused this Agreement and Plan of Merger to be executed on their behalf in each case as of the day and year first above written.

ORTHODONTIX ACQUISITION CORP.

By:   
Glenn L. Halpryn, President

ORTHODONTIX, INC.

By:   
F.W. Mort Gullford, President

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