

P98000033768

HINES NORMAN & ASSOCIATES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER
315 S. HYDE PARK AVENUE
TAMPA, FLORIDA 33606

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

March 29, 2000

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

Attn: Louise Fleming-Jackson

Re: Reference No. 692038

800003192328--9
-03/31/00--01098--008
****105.00 *****70.00

Dear Ms. Fleming-Jackson:

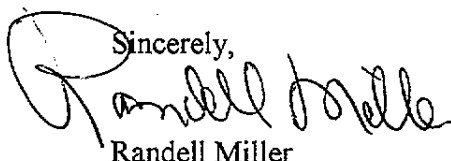
Pursuant to our telephone conversation of March 27, 2000, I am resubmitting the Articles of Merger for DeDomenico Enterprises, P. A., a Florida corporation and Ralph J. DeDomenico, D.M.D., P.A.

We had previously submitted the Articles for filing, but since the legal name of DeDomenico Enterprises, P.A. was DeDomenico Enterprises, Inc., your office would not file the Articles of Merger since it appeared to be a merger of a non-professional corporation with a professional corporation.

Therefore, we have enclosed an Amendment to Articles of Incorporation of DeDomenico Enterprises, Inc. to change the name of the corporation to DeDomenico Enterprises, P.A. The only purpose of the name change is to allow your office to file the Articles of Merger.

In addition, we have enclosed our firm's check in the amount of \$105.00, \$70.00 of which is to cover the cost of the filing of the Articles of Merger, and \$35.00 of which is to cover the cost of the Amendment to the Articles to change the name. We trust that with the above revisions, your office will be able to file the Articles of Merger. However, should you have any further questions, please do not hesitate to contact our office.

Sincerely,


Randell Miller

EFFECTIVE DATE
4-1-2000

RM:sr
Enclosures
Check \$105.00

merger
LB

4-13-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 31 AM 9:48

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

DEDOMENICO ENTERPRISES, P.A., a Florida corporation (Document
#692038)

INTO

RALPH J. DEDOMENICO, D.M.D., P.A., a Florida entity, P98000033768.

File date: March 31, 2000 , effective April 1, 2000

Corporate Specialist: Louise Flemming-Jackson



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 2000

Randy Miller
Hines Norman & Associates, P.L.
315 South Hyde Park Avenue
Tampa, FL 33606

SUBJECT: DEDOMENICO ENTERPRISES, INC.
Ref. Number: 692038

We have received your document for DEDOMENICO ENTERPRISES, INC. and check(s) totaling \$35.00. However, your check(s) and document are being returned for the following:

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

We are returning your check for \$35.00 to be replaced by one in the correct amount of \$70.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 500A00015922

HINES NORMAN & ASSOCIATES, P.L.

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TAMPA, FLORIDA 33606**

**TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION**

March 6, 2000

**(813) 251-8659
FAX (813) 254-6153**

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Articles of Merger – DeDomenico Enterprises, Inc.
& Ralph J. DeDomenico, D.M.D., P.A.**

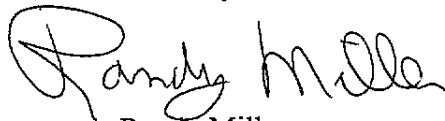
Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Merger and Agreement and Plan of Merger for DeDomenico Enterprises, Inc., the absorbed corporation, and Ralph J. DeDomenico D.M.D., P.A., the surviving corporation. Please file the original Articles of Merger and date stamp the copy, and return it to our office.

Also enclosed is our firm's check in the amount of \$35.00 to cover the filing for the Articles of Merger.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,


Randy Miller

RM:cn
Enclosures

cc: Ralph J. DeDomenico
John Baumann, C.P.A.

EFFECTIVE DATE
4-1-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 31 AM 9:48

ARTICLES OF MERGER

Pursuant to the provisions of §607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby adopt these Articles of Merger for the purpose of merging into one corporation.

1. The names of the corporations which are parties to the within merger are: DEDOMENICO ENTERPRISES, P.A., a Florida corporation, the absorbed corporation, and RALPH J. DEDOMENICO D.M.D., P.A., a Florida corporation, the surviving corporation.

2. The Merger shall become legally effective as of 12:01 A.M., April 1, 2000.

3. The Agreement and Plan of Merger pursuant to which DEDOMENICO ENTERPRISES, P.A. shall be merged with and into RALPH J. DEDOMENICO D.M.D., P.A. was unanimously adopted by the sole director and sole shareholder of DEDOMENICO ENTERPRISES, P.A. by resolutions effective as of the 3rd day of March, 2000, and was unanimously adopted by the sole director and sole shareholder of RALPH J. DEDOMENICO D.M.D., P.A. by resolutions effective as of the 3rd day of March, 2000. The Agreement and Plan of Merger is attached hereto, incorporated by reference and made a part hereof.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of DEDOMENICO ENTERPRISES, INC. and RALPH J. DEDOMENICO D.M.D., P.A. by their respective authorized officers, on the date or dates set forth below.

DEDOMENICO ENTERPRISES, P.A.

Attest:



Ralph J. DeDomenico
Its Secretary

By:



Ralph J. DeDomenico
Its President

Date:

3-29-00

Date:

3-29-00

RALPH J. DEDOMENICO D.M.D., P.A.

Attest:



Ralph J. DeDomenico
Its Secretary

By:



Ralph J. DeDomenico
Its President

Date:

3-29-00

Date:

3-29-00

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("this Agreement") is made and entered into to be effective as of the latest date of execution hereof by either party hereto ("the Effective Date"), by and between RALPH J. DEDOMENICO D.M.D., P.A. (sometimes hereinafter referred to as "surviving corporation"), a Florida corporation, and DEDOMENICO ENTERPRISES, P.A. (sometimes hereinafter referred to as "absorbed corporation"), a Florida corporation.

STIPULATIONS

A. RALPH J. DEDOMENICO D.M.D., P.A. is a corporation organized and existing under the laws of the State of Florida with its principal office at 11012 N. Dale Mabry Highway, Suite 301, Tampa, Florida 33618.

B. RALPH J. DEDOMENICO D.M.D., P.A. has a capitalization of 10,000 authorized shares of \$1.00 par value common stock of which 100 shares are issued and outstanding. All of the issued and outstanding shares of common stock are owned by Ralph J. DeDomenico.

C. DEDOMENICO ENTERPRISES, P.A. is a corporation organized and existing under the laws of the State of Florida with its principal office at 11012 N. Dale Mabry Highway, Suite 301, Tampa, Florida 33618.

D. DEDOMENICO ENTERPRISES, P.A. has a capitalization of 10,000 authorized shares of \$1.00 par value common stock of which 100 shares are issued and outstanding. All of the issued and outstanding shares of common stock are owned by Ralph J. DeDomenico.

E. The sole shareholder, and the sole member of the Board of Directors, for each of the absorbed corporation and the surviving corporation deem it desirable and in the best interests of said corporations and such shareholder that DEDOMENICO ENTERPRISES, P.A. be merged into RALPH J. DEDOMENICO D.M.D., P.A., pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act, in order that the transaction qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the absorbed corporation and the surviving corporation hereby agree as follows:

1. MERGER

DEDOMENICO ENTERPRISES, P.A. shall merge with and into RALPH J. DEDOMENICO D.M.D., P.A., which shall be the surviving corporation.

2. TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES

The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation shall be as follows:

a. Each share of common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

b. Within seven (7) business days after the effective date of the merger, each holder of certificates of shares of capital stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such certificates, the surviving corporation shall issue and exchange therefor, certificates or shares of capital stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled, as provided for above.

c. The holder of certificates of capital stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholder. Thereafter, said shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to such shareholder hereunder, which may have been declared and paid between the effective date of the merger and the issuance to said shareholder of the certificate for such shareholder's shares of capital stock in the surviving corporation.

4. CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the surviving corporation, namely RALPH J. DEDOMENICO D.M.D., P.A., shall continue to be its Articles of Incorporation following the effective date of the merger.

5. CHANGES IN BYLAWS

The Bylaws of the surviving corporation, namely RALPH J. DEDOMENICO D.M.D., P.A., shall continue to be its Bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS

The directors and officers of the surviving corporation, namely RALPH J. DEDOMENICO D.M.D., P.A., as of the effective date of the merger, shall continue to be the directors and officers of the surviving corporation for the full, unexpired term of their respective offices and until their successors have been duly elected or duly appointed and qualified.

7. PROHIBITED TRANSACTIONS

Neither the absorbed corporation nor the surviving corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

8. APPROVAL BY SHAREHOLDERS

This Agreement shall reflect the approval of the sole shareholder of the absorbed corporation and the surviving corporation, upon the execution of this Agreement by such shareholder.

9. EFFECTIVE DATE OF THE MERGER

The effective date of the merger shall be 12:01 a.m., April 1, 2000.

IN WITNESS WHEREOF, this Agreement has been executed on behalf of the parties, by their respective Presidents, and attested to by their respective Secretaries, pursuant to the authorization of their respective Boards of Directors and of their sole shareholder, to be effective for all purposes as of the Effective Date.

DEDOMENICO ENTERPRISES, P.A.

Alison Campbell
Signature of Witness

By:

Ralph J. DeDomenico

Title: Its President and Secretary

Date:

3-29-00

Alison Campbell
Printed Name of Witness

Laurie Gurganus
Signature of Witness

Laurie Gurganus
Printed Name of Witness

RALPH J. DEDOMINICO D.M.D., P.A.

Alison Campbell
Signature of Witness

By:

Ralph J. DeDomenico

Title: Its President and Secretary

Date:

3-29-00

Alison Campbell
Printed Name of Witness

Laurie Gurganus
Signature of Witness

LAURIE GURGANUS
Printed Name of Witness