

600712

ARTICLES OF MERGER
Merger Sheet

MERGING:

WILLIAMS ASSET SUBSIDIARY, INC., a Florida corporation, 600712

into

ORTHALLIANCE, INC., a Delaware corporation F97000004232

File date: August 22, 1997 , effective August 26, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

600712

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600002275316--8
-08/25/97--01001-017
*****35.00 *****35.00

Cary A. Williams, D.M.D., P.A.
changing to:
Williams Asset Subsidiary, Inc.

FILED
97 AUG 22 PM 4:26
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8 22-97

File First

8/25

For Name Change & Amend

STATE OF FLORIDA
DEPARTMENT OF STATE

ARTICLES OF AMENDMENT

FILED

97 AUG 22 PM 4:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to § 607.1006 of the 1989 Florida Business Corporation Act, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Cary A. Williams, D.M.D., P.A.
2. On August 21, 1997, the Corporation adopted the following Amendments of its Articles of Incorporation:

- (1) The Corporation revokes professional corporation status under the Florida Professional Service Corporation and Limited Liability Company Act.
- (2) The name of the Corporation is changed to Williams Asset Subsidiary, Inc.
- (3) Article II is amended to read in its entirety as follows:

Business, Objects, or Purposes

"The Corporation is organized to engage in any lawful purposes permitted by the 1989 Florida Business Corporation Act."

- (4) The following language is deleted from paragraph (c) of Article III:
"... (who are qualified to be stockholders as provided in paragraph (d) of this Article)..."
 - (5) Paragraph (d) of Article III is deleted in its entirety.
 - (6) The second sentence of Article VII, requiring directors to be duly licensed or otherwise legally authorized to practice dentistry in the State of Florida, is deleted in its entirety.
3. The Amendments do not provide for any exchange, reclassification, or cancellation of issued shares.
 4. The number of votes cast for the Amendments was sufficient for approval, as the Amendments were duly adopted by the unanimous written consent, in lieu of a meeting, of all shareholders entitled to vote thereon pursuant to § 607.0704 of the 1989 Florida Business Corporation Act.

In WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be executed by its duly authorized officer this 21st day of August, 1997.

Cary A. Williams, D.M.D., P.A.

By: Cary Williams DMD
Cary A. Williams, D.M.D.
President