



853364

FILED
2002 APR -4 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032
REFERENCE : 511212 4309883
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 70.00

ORDER DATE : April 3, 2002

ORDER TIME : 9:16 AM

ORDER NO. : 511212-005

CUSTOMER NO: 4309883

CUSTOMER: Karen Corinna, Legal Asst
Posternak, Blankstein & Lund
100 Charles River Plaza

700005191997--8

Boston, MA 02114

ARTICLES OF MERGER

FOX DENTAL COMPANY

INTO

NATIONAL DENTEX CORPORATION

C. Coulllette APR 04 2002

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: *02 APR -4 AM 10:27*
DIVISION OF CORPORATION

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

FOX DENTAL COMPANY, a Florida corportion, 475754

into

NATIONAL DENTEX CORPORATION, a Massachusetts entity 853364

File date: April 4, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
OF
FOX DENTAL COMPANY
AND
NATIONAL DENTEX CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Fox Dental Company with and into National Dentex Corporation as approved by the Board of Directors of Fox Dental Company on April 3, 2002 and adopted at a meeting by the Board of Directors of National Dentex Corporation on February 14, 2002.

2. The merger of Fox Dental Company with and into National Dentex Corporation is permitted by the laws of the jurisdiction of organization of National Dentex Corporation and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of National Dentex Corporation was February 14, 2002.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be on the date of filing.

Executed on April 3, 2002.

Fox Dental Company

By: David L. Brown
David L. Brown, President

National Dentex Corporation

By: David L. Brown
David L. Brown, President

PLAN OF MERGER

1. National Dentex Corporation, which is a business corporation of the Commonwealth of Massachusetts and is the parent corporation and the owner of all of the outstanding shares of Fox Dental Company, which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Fox Dental Company into National Dentex Corporation pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of National Dentex Corporation.
2. The separate existence of Fox Dental Company shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and National Dentex Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of Fox Dental Company shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of National Dentex Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

FOX DENTAL COMPANY

**ACTION BY CONSENT OF THE SOLE DIRECTOR
IN LIEU OF A SPECIAL MEETING**

April 3, 2002

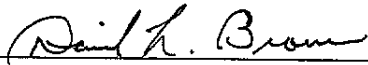
I, the undersigned, being the sole Director of Fox Dental Company, a Florida corporation (the "Corporation"), hereby consent, pursuant to the Florida Business Corporation Act, to the adoption of the following resolution, to be effective as of the date set forth above:

RESOLVED: That the Corporation enter into a certain Plan of Merger (the "Merger Agreement") pursuant to which the Corporation be merged effective April __, 2002, with and into National Dentex Corporation, a Massachusetts corporation, said Merger Agreement to be in the form substantially attached hereto as Exhibit A, with such changes and modifications as to terms and provisions as David L. Brown, as President (the "Authorized Officer"), in his sole discretion, shall approve or deem be necessary or appropriate; and that the Authorized Officer be and hereby is authorized and empowered to execute and deliver said Merger Agreement in the name and on behalf of the Corporation; and that the proper officers of the Corporation be, and they hereby are, authorized and empowered to execute, deliver and file any and all documents and agreements and perform all acts and deeds necessary to consummate the aforesaid Merger Agreement and the transactions contemplated thereby, including, but not limited to Articles of Merger for filing with the Secretary of State of the State of Florida and Articles of Merger for filing with the Secretary of State of the Commonwealth of Massachusetts, and to pay all fees due in connection therewith.

RESOLVED: That the officers of the Corporation, including without limitation, the Authorized Officer, are, and each of them acting singly is, authorized to take all actions, to make all payments, and to execute, deliver and file all agreements, instruments and other documents in the name and on behalf of the Corporation as such officer or officers may determine to be necessary or convenient in effecting the foregoing resolutions and the transactions

contemplated thereunder such determination to be conclusively, but not exclusively, evidenced by the execution of such documents, the making of such payments, or the taking of such actions by such officer or officers.

RESOLVED: That this Unanimous Written Consent of the Directors be filed in the Minute Book of the Corporation.



David L. Brown