

Division of Corporations

Page 1 of 1

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## MERGER OR SHARE EXCHANGE

VFD of Pennsylvania, Inc.

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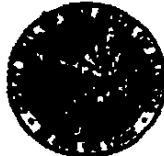
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PAGE 001/001

Florida Dept of State



January 8, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

VTD OF PENNSYLVANIA, INC.  
C/O BRIGET NOW! DENTAL, ATTN: ROBIN CLOW  
201 E. SANDPOINTE, SUITE 800  
SANTA ANA, CA 92707US

SUBJECT: VTD OF PENNSYLVANIA, INC.  
REF: F96000000519

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert  
Regulatory Specialist II

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
CASTLE DENTAL CENTERS OF FLORIDA, INC., A FLORIDA CORPORATION  
WITH AND INTO  
VFD OF PENNSYLVANIA, INC., A DELAWARE CORPORATION**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, VFD of Pennsylvania, Inc., a Delaware corporation ("VFD"), as the surviving corporation in the merger ("Merger") of Castle Dental Centers of Florida, Inc., a Florida corporation ("CDCF"), with and into VFD, hereby submits these Articles of Merger to the Department of State for filing.

1. Agreement and Plan of Merger. A copy of the Agreement and Plan of Merger effecting the Merger is attached hereto as Exhibit A ("Plan"), and is incorporated herein by reference.

2. Effective Time. The Merger shall be effective upon the filing of these Articles.

3. Shareholder Approval Required. Shareholder approval of the Plan and the Merger was required.

4. Shareholder and Director Approval.

(a) VFD of Pennsylvania, Inc. The Merger was approved and the Plan was approved and adopted by the unanimous vote of all of the stockholders and directors of VFD of Pennsylvania, Inc. on December 20, 2007.

(b) Castle Dental Centers of Florida, Inc. The Merger was approved and the Plan was approved and adopted by the unanimous vote of all of the shareholders and directors of Castle Dental Centers of Florida, Inc. on December 20, 2007.

5. Contact. The person to contact about this filing is:

Orlando Medina  
Orlando Medina, P.C.  
PMB #523  
14845 SW Murray Scholls Dr. Ste. 110  
Beaverton, OR 97007  
Tele: (503) 952-6376

DATED: December 20, 2007.

**VFD OF PENNSYLVANIA, INC.,**  
a Delaware corporation

By: 

Steven C. Bilt  
President and Secretary

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER  
OF  
CASTLE DENTAL CENTERS OF FLORIDA, INC., A FLORIDA CORPORATION  
WITH AND INTO  
VFD OF PENNSYLVANIA, INC.**

1. Parties. The names of the corporation in the merger ("Merger") are VFD of Pennsylvania, Inc., a Delaware corporation ("VFD"), and Castle Dental Centers of Florida, Inc., a Florida corporation ("CDCF").

2. Effective Time. The Merger shall be effective January 1, 2008 or, if later, upon the effective date of Articles of Merger ("Effective Time").

3. Surviving Corporation. The surviving corporation in the Merger shall be VFD of Pennsylvania, Inc.

4. Terms and Conditions. At the Effective Time, Castle Dental Centers of Florida, Inc. shall be merged with and into VFD of Pennsylvania, Inc. in the manner and with the effect prescribed by the Delaware General Corporation Law, the separate corporate existence of Castle Dental Centers of Florida, Inc. shall cease and VFD of Pennsylvania, Inc. shall be the surviving corporation. From and after the Effective Time, the Certificate of Incorporation and Bylaws of VFD of Pennsylvania, Inc. shall be the Certificate of Incorporation and Bylaws of the surviving corporation and shall remain unchanged.

5. Conversion of Outstanding Stock

(a) VFD of Pennsylvania, Inc. Stock. At the Effective Time, each share of VFD of Pennsylvania, Inc. stock issued and outstanding immediately before the Effective Time shall remain outstanding and be unchanged.

(b) Castle Dental Centers of Florida, Inc. Stock. At the Effective Time, all shares of Castle Dental Centers of Florida, Inc. stock issued and outstanding immediately before the Effective Time shall be cancelled.

6. Further Assurances. The parties agree to execute all further instruments or documents, and take any and all actions necessary or appropriate, to effect the purposes of this Agreement and Plan of Merger.

**[SIGNATURE PAGE FOLLOWS]**

**EXHIBIT A**

**IN WITNESS WHEREOF**, the parties have executed this Agreement and Plan of Merger effective December 20, 2007.

**CASTLE DENTAL CENTERS OF FLORIDA, INC.,**  
a Florida corporation

By: 

Steven C. Bilt  
President and Secretary

**VFD OF PENNSYLVANIA, INC.,**  
a Delaware corporation

By: 

Steven C. Bilt  
President and Secretary