

F96000001910



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES

OFFICE USE ONLY (Document #)

728199

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Coast Acquisition Corp

400002823894--3

-03/30/99--01074--022

*****70.00 *****70.00

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: _____

Date: _____

3-31-99
CC

RECEIVED
MAR 30 PM 2:21
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

FILED
MAR 30 PM 2:26
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

COAST ACQUISITION CORP.

into

COAST DENTAL SERVICES, INC., a Delaware corporation F96000001910

File date: March 30, 1999

Corporate Specialist: Cheryl Coulliette

**STATE OF FLORIDA
ARTICLES OF MERGER
OF**

COAST ACQUISITION CORP.,
a Florida corporation

INTO

COAST DENTAL SERVICES, INC.,
a Delaware corporation

FILED
99 MAR 30 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101 entitled "Merger", the undersigned corporations adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and the shareholder of Coast Acquisition Corp., a Florida corporation (the "Merged Corporation"), as of February 1, 1999. The Plan of Merger was adopted by the Board of Directors of Coast Dental Services, Inc., a Delaware corporation (the "Surviving Corporation"), as of February 1, 1999. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date these Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607 (the "Effective Date").

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation.
- b. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholders immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.

- d. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 23rd day of March, 1999.

MERGED CORPORATION:

COAST ACQUISITION CORP.

By: T. R.
Terek Diasti
President

SURVIVING CORPORATION:

COAST DENTAL SERVICES, INC.

By: T. R.
Terek Diasti
Chief Executive Officer

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 23rd day of March, 1999, by and between Coast Acquisition Corp., a Florida corporation (the "Merged Corporation") and Coast Dental Services, Inc., a Delaware corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation was organized in the State of Florida on October 1, 1998, and has an authorized capital stock of 10,000 shares, \$.001 par value per share, of which 100 are currently issued and outstanding. The Surviving Corporation is the sole shareholder of the Merged Corporation;

WHEREAS, the Surviving Corporation was organized in the State of Delaware on September 12, 1995, and has an authorized capital stock of 52,000,000 shares, \$.001 par value per share, of which 7,622,483 are currently issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 252 and 253 of the General Corporation Law of Delaware. The merger shall be treated as a tax free reorganization pursuant to Section 368 (a)(2)(D) of the Internal Revenue Code of 1986, as amended. The Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Delaware shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and the sole shareholder of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.1103 and the General Corporation Law of Delaware. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and the General Corporation Law of Delaware, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the

laws of the State of Delaware; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDERS OF SURVIVING CORPORATION

The Board of Directors, officers and shareholders of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholders of the Surviving Corporation

until their successors are elected and qualified or the shareholders transfer their ownership in the Surviving Corporation.

ARTICLE V
MANNER OF CONVERTING SHARES

The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. Each share of common stock of the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and the shareholder of the Merged Corporation, as provided by Florida Statutes Section 607.1103 and Section 253 of the General Corporation Law of Delaware, as of February 1, 1999, and approved by the Board of Directors of the Surviving Corporation as of February 1, 1999.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective on the date the Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607 and filed with the Delaware Secretary of State in accordance with Section 103 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

COAST ACQUISITION CORP.

By: Terek Diasti
Terek Diasti
President

COAST DENTAL SERVICES, INC.

By: Terek Diasti
Terek Diasti
Chief Executive Officer