

HOLLAND & KNIGHT
 Requestor Name
 305 SOUTH CALHOUN STREET
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

Office Use Only

F 9760000 4401

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. George A. Barkett, Inc (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #) 000002359550--7

FILED
 97 DEC -1 PM 3:40
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- ☒ Walk in ☒ Pick up time 4:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

File

2nd
 RECEIVED
 97 DEC -1 PM 3:15
 DIVISION OF CORPORATION

Handwritten signatures and initials
 12/10

Examiner's Initials	
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F97000004401

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEORGE A. BARKETT, INC., a Florida corporation, document number 600847

into

NEW IMAGE ORTHODONTIC GROUP, INC., a Georgia corporation
F97000004401

File date: December 1, 1997

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: NEW IMAGE ORTHODONTIC GROUP, INC.
Ref. Number: F97000004401

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97 DEC 10 AM 10:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

We have received your document for NEW IMAGE ORTHODONTIC GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE MERGER MUST CONTAIN THE ADOPTION BY BOTH CORPORATIONS. THE ONLY THING MISSING IS THE ADOPTION BY SHAREHOLDERS OF THE SURVIVOR. SHAREHOLDERS OF THE SURVIVOR IS NOT ADDRESSES ON PAGE 3, ARTICLE III.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 897A00056924

**ARTICLES OF MERGER
OF
GEORGE A. BARKETT, INC.,
A FLORIDA CORPORATION
WITH AND INTO
NEW IMAGE ORTHODONTIC GROUP, INC.,
A GEORGIA CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER are made this 1st day of December, 1997, by and between George A. Barkett, Inc., a Florida corporation ("Terminating Corporation") and New Image Orthodontic Group, Inc., a Georgia corporation ("Surviving Corporation").

WHEREAS, for various business reasons, the Board of Directors of each of Surviving Corporation and Terminating Corporation believe that it is in the best interests of their respective shareholders that Terminating Corporation be merged with and into Surviving Corporation, with Surviving Corporation continuing as the surviving corporation (the "Merger"); and

NOW, THEREFORE, the undersigned corporations, in accordance with Sections 607.1105 and 607.1107, Florida Statutes, and 14-2-1101 of the Georgia Business Corporation Code, and in consideration of the premises and the mutual agreements and covenants herein contained, hereby adopt these Articles of Merger and agree as follows:

ARTICLE I. The plan of merger is as follows:

Section 1. Merger; Effect of Merger. The parties to the Merger are Terminating Corporation and Surviving Corporation. On the Corporate Filing Date (as defined below), Terminating Corporation shall merge with and into Surviving Corporation, which shall survive the Merger as the surviving corporation.

1.1 **Effect of Merger.** The Merger shall become effective upon the later of the filing of duly executed Articles of Merger with the Secretary of State of Georgia and the Department of State of Florida in accordance with the applicable legal requirements of the State of Georgia and the State of Florida (the "Corporate Filing Date"). On the Corporate Filing Date, and as a result of the Merger (i) the separate existence of Terminating Corporation will cease; (ii) title to all assets and properties, or any interest therein, owned by Terminating Corporation will be vested in the Surviving Corporation without reversion or impairment; (iii) the Surviving Corporation will thenceforth be responsible and liable for all the liabilities and obligations of Terminating Corporation; (iv) neither the rights of creditors nor any liens upon the property of Terminating Corporation will be impaired by the Merger; and (v) the Terminating Corporation Shares (as defined below) that are to be converted into shares of Surviving Corporation common stock and into cash, for fractional shares, will be converted only as set forth herein, and the shareholders of Terminating Corporation are entitled only to the rights provided herein.

1.2 **Surviving Corporation.** Following the Merger, the existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the laws of the State of Georgia.

1.3 **Name.** As a result of the Merger, the name of the Surviving Corporation shall be unchanged.

1.4 Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as in effect on the Corporate Filing Date, shall remain the Articles of Incorporation of Surviving Corporation from and after the Corporate Filing Date, subject to the right of Surviving Corporation to amend its Articles of Incorporation in accordance with Georgia law.

1.5 Bylaws. The Bylaws of Surviving Corporation, as in effect on the Corporate Filing Date, shall remain the Bylaws of Surviving Corporation from and after the Corporate Filing Date, subject to the right of Surviving Corporation to amend its Bylaws in accordance with its Articles of Incorporation and with Georgia law.

1.6 Directors and Officers. Until the election and qualification of their successors, the members of the Board of Directors and the officers of Surviving Corporation in office on the Corporate Filing Date shall be the Board of Directors and officers of Surviving Corporation.

Section 2. Conversion of Shares.

2.1 Conversion of Terminating Corporation Shares. On the Corporate Filing Date, as a result of the Merger and without any action on the part of Terminating Corporation or any of the shareholders of Terminating Corporation, each and every issued and outstanding share of capital stock of Terminating Corporation ("Terminating Corporation Issued Shares") shall be converted into, and exchanged for, shares of Surviving Corporation Series B Preferred Stock.

(a) Terminating Corporation Shares. As used herein, "Terminating Corporation Shares" means the total number of Terminating Corporation Issued Shares on the Corporate Filing Date;

(b) Surviving Corporation Shares; Conversion Ratio. On the Corporate Filing Date, as a result of the Merger and without any action on the part of Terminating Corporation or any of the shareholders of Terminating Corporation, all Terminating Corporation Issued Shares shall be converted into, and exchanged for, 1,000,000 shares of Surviving Corporation Series B Preferred Stock.

2.2 Exchange of Certificates. At closing, each of the shareholders of Terminating Corporation shall surrender to Surviving Corporation, for cancellation, the certificate(s) evidencing the Terminating Corporation Issued Shares held by such Terminating Corporation shareholder ("Terminating Corporation Certificate"). Upon such surrender, the holder of such Terminating Corporation Certificate shall be entitled to receive from Surviving Corporation in exchange therefor a certificate representing the number of shares of Surviving Corporation preferred stock that such holder has the right to receive pursuant to Section 2.1(b), and the Terminating Corporation Certificate so surrendered shall be cancelled. Upon receipt of all Terminating Corporation Certificates by Surviving Corporation, each and every issued and outstanding share of Terminating Corporation shall be cancelled. Until surrendered as contemplated by this Section 2.2 each Terminating Corporation Certificate shall be deemed at any time after closing to represent only the right to receive, upon such surrender, the certificate representing shares of Surviving Corporation preferred stock as contemplated hereby.

2.3 No Further Ownership Rights in Terminating Corporation Stock. All shares of Surviving Corporation preferred stock issued in exchange for Terminating Corporation

Issued Shares in accordance with the terms hereof shall be deemed to have been issued in full satisfaction of all rights pertaining to such Terminating Corporation Issued Shares, and there shall be no further registration of transfers on the stock transfer books of Terminating Corporation of the Terminating Corporation Issued Shares.

ARTICLE II. These Articles of Merger and the plan of merger embodied herein were duly adopted and approved by unanimous written consents in lieu of a special meeting of the Board of Directors and shareholders of Terminating Corporation, pursuant to Section 607.0821 and 607.0704, Florida Statutes, respectively, dated November 30, 1997. These Articles of Merger and the plan of merger embodied herein were duly adopted and approved by unanimous written consents in lieu of a special meeting of the Board of Directors of Surviving Corporation, pursuant to Section 14-2-1103 of the Georgia Business Corporation Code, dated November 30, 1997. Pursuant to Section 14-2-1103(h) of the Georgia Business Corporation Code, shareholder approval of the Surviving Corporation is not required.

ARTICLE III. The effective date of the Merger shall be the later of the date these Articles of Merger are filed with the Florida Department of State and the Secretary of State of Georgia.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of the date first written above.

TERMINATING CORPORATION:

George A. Baskett, Inc., a Florida corporation

By: George A. Baskett

Name: George A. Baskett

Its: President

SURVIVING CORPORATION:

New Image Orthodontic Group, Inc., a Georgia corporation

By: Gerald L. Baxter

Name: GERALD L. BAXTER

Its: VP, General Counsel & Secy