

J98717

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

THOMAS R. RAY

TELEPHONE
(904) 356-6311

FACSIMILE
(904) 356-7330

December 28, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Merger

FILED
98 DEC 29 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: DOCTORS DENTAL SERVICES, INC.

EFFECTIVE DATE
12/31/98

Dear Sir/Madam:

Enclosed are an original and one copy of Articles of Merger for Doctors Dental Services, Inc. and D.D.S. of Cedar Hill, Inc. Please file the original and return a stamped copy to me. Enclosed is a check in the amount of \$70.00 for the fee.

Thank you very much for your cooperation.

Sincerely yours,

H. Leon Holbrook

H. LEON HOLBROOK

600002725006--1
-12/29/98--01059--009
*****70.00 *****70.00

HLH/ss

Enclosure

cc: Ms. Sharon Clark

Richard Brock, CPA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

D.D.S. OF CEDAR HILLS, INC., a Florida corporation P97000058096

INTO

DOCTORS DENTAL SERVICES, INC., a Florida corporation, J98717.

File date: December 29, 1998 , effective December 31, 1998

Corporate Specialist: Annette Ramsey

EFFECTIVE DATE
12/31/98

FILED
98 DEC 29 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ARTICLES OF MERGER dated the 16th day of December, 1998, between DOCTORS DENTAL SERVICES, INC., a Florida corporation, hereinafter called "DDS" and D.D.S. OF CEDAR HILLS INC., a Florida corporation, hereinafter called "Cedar Hills."

Cedar Hills is a corporation organized and existing under the laws of the State of Florida, with 9,400 shares of authorized Class A common stock of \$1.00 par value and 600 shares of authorized Class B common stock of \$1.00 par value. DDS is a corporation organized and existing under the laws of the State of Florida with 100,000 shares of authorized Class "A" Voting Common Stock of \$.01 par value and 100,000 shares of authorized Class "B" Non-voting Common Stock of \$.01 par value.

The Boards of Directors of DDS and Cedar Hills respectively deem it desirable and in the best interests of the corporations and their stockholders that Cedar Hills be merged into DDS and the corporations desire that they so merge under and pursuant to the laws of the State of Florida.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND THE MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES AGREE, AS FOLLOWS:

1. As soon as the stockholders of DDS and Cedar Hills have approved this merger, Cedar Hills shall be deemed to have merged with and into DDS which shall survive the merger and which

shall have the same name as heretofore. The effective date of this merger shall be December 31, 1998, for tax and accounting purposes.

2. The name of the surviving corporation shall be "Doctors Dental Services, Inc." The purposes for which the surviving corporation is formed and the nature of the business to be transacted by it shall be as set forth in the Articles of Incorporation of Florida.

3. On the effective date of the merger, the by-laws of DDS shall be the by-laws of the surviving corporation until the same shall be altered, amended or repealed, or until new by-laws shall be adopted, in accordance with the provisions thereof.

4. The Board of Directors of the surviving corporation shall consist of the present directors of DDS, who shall hold office until the next annual meeting of the stockholders of the surviving corporation, and until their successors have been elected and qualified. The present officers of DDS shall also hold office until their successors have been duly elected and qualified.

5. On the effective date of the merger, the total amount of capital stock of the surviving corporation to be authorized shall be 100,000 shares of \$.01 par value Class A Voting Common Stock and 100,000 shares of \$.01 par value Class B Non-voting Common Stock. The Class A and Class B stock have different voting rights but both classes of stock have equal rights to distributions and liquidation proceeds. There are no differences between Class A and Class B stock other than voting rights. There are presently outstanding and issued 12,930 shares of Class A common stock of DDS

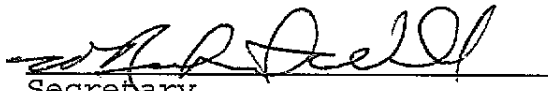
and 940 shares of Class A and 60 shares of Class B stock of Cedar Hills. Each share of common stock of Cedar Hills outstanding on the effective date of merger shall be exchanged and surrendered for 1.476 shares of common stock of DDS. Fractional shares shall be rounded to the nearest whole number.

6. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of DDS including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the surviving corporation, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the surviving corporation as they were of each of the respective corporation, and the title to all real estate vested in either of the corporations shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the surviving corporation. All debts, liabilities and duties of the respective corporations shall, thereafter, be assumed by and attached to the surviving corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the surviving corporation.

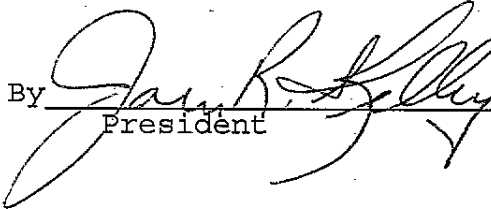
7. The surviving corporation shall pay all expenses of the merger agreement and reserves the right to subsequently amend its Certificate of Incorporation at any time hereafter, in accordance with the provisions of the laws of the State of Florida.

IN WITNESS WHEREOF, the parties to this Agreement have caused these presents to be executed in their corporate names, by their presidents, with the corporate seals affixed, all as of the 16th day of December, 1998.

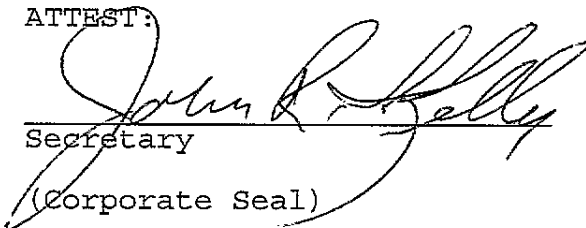
ATTEST:


Secretary
(Corporate Seal)

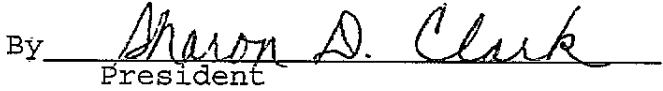
DOCTORS DENTAL SERVICES, INC.,
a Florida Corporation

By 
President

ATTEST:


Secretary
(Corporate Seal)

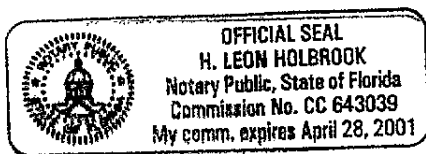
D.D.S. OF CEDAR HILLS, INC.,
a Florida Corporation

By 
President

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared JOHN R. KELLEY, D.D.S., to me known as the President of Doctors Dental Services, Inc., a Florida corporation, (X) to me personally known or () who has produced a Florida driver's license as identification, who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and the official seal on this the 16th day of December, 1998.



H. Leon Holbrook
NOTARY PUBLIC

Print Name: _____

Commission No.: _____

My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared SHARON CLARK, to me known as the President of D.D.S. OF CEDAR HILLS, Inc., a Florida corporation, (X) to me personally known or () who has produced a Florida driver's license as identification, who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and the official seal on this the 16th day of December, 1998.



H. Leon Holbrook
NOTARY PUBLIC

Print Name: _____

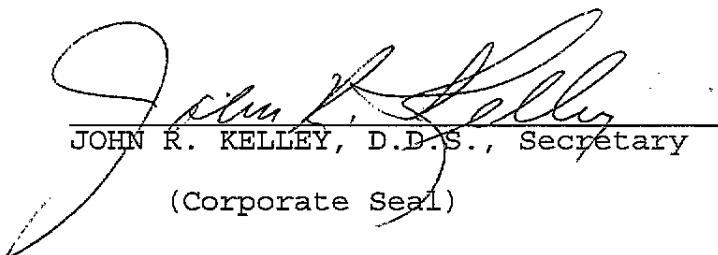
Commission No.: _____

My Commission Expires: _____

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of D.D.S. of Cedar Hills, Inc., a Florida corporation, and that the foregoing Articles of Merger of D.D.S. of Cedar Hills, Inc., a Florida corporation, into Doctors Dental Services, Inc., a Florida corporation, was unanimously approved by the owners of 100% of the issued and outstanding stock of D.D.S. of Cedar Hills, Inc., a Florida corporation, at a Special Meeting of the stockholders held at Jacksonville, Florida on the 16th day of December, 1998, at 10:00 a.m., and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16th day of December, 1998, as Secretary of D.D.S. of Cedar Hills, Inc., a Florida corporation, at Jacksonville, Florida.



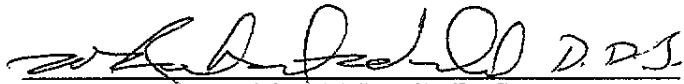
JOHN R. KELLEY, D.D.S., Secretary

(Corporate Seal)

CERTIFICATE OF APPROVAL BY STOCKHOLDERS

The undersigned hereby certifies that he is the Secretary of Doctors Dental Services, Inc., a Florida corporation, and that the foregoing Articles of Merger of D.D.S. of Cedar Hills, Inc., a Florida corporation, into Doctors Dental Services, Inc., a Florida corporation, was unanimously approved by the owners of 100% of the issued and outstanding stock of Doctors Dental Services, Inc., a Florida corporation at a Special Meeting of the stockholders held at Jacksonville, Florida on the 16th day of December, 1998, at 10:00 a.m., and that the approval of said merger remains in full force and effect and has not been modified or rescinded in any way.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16th day of December, 1998, as Secretary of Doctors Dental Services, Inc., a Florida corporation, at Jacksonville, Florida.


W. RICHARD WOODWARD, D.D.S.,
Secretary

(Corporate Seal)