

Division of Corporations

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Florida Department of State
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ORAL AND MAXILLOFACIAL SURGERY ASSOCIATES, PLLC

Certificate of Status	0
Certified Copy	2
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ARTICLES OF MERGER
Merger Sheet

MERGING:

ORAL AND MAXILLOFACIAL SURGERY ASSOCIATES, P.A., P95000010400,
a Florida corporation

INTO

ORAL AND MAXILLOFACIAL SURGERY ASSOCIATES, PLLC, a Florida
entity, L02000003846

File date: April 1, 2002

Corporate Specialist: Michelle Hodges

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections(s) 607.1109, 608.4382 and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ORAL AND MAXILLOFACIAL SURGERY ASSOCIATES, P.A. 7 Clifford Drive Shalimar, FL 32579	Florida	Professional Service Corporation

Florida Document/Registration Number: P95000010400

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ORAL AND MAXILLOFACIAL SURGERY ASSOCIATES, PLLC 7 Clifford Drive Shalimar, FL 32579	Florida	Professional Limited Liability Company

Florida Document/Registration Number: L02000003846

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

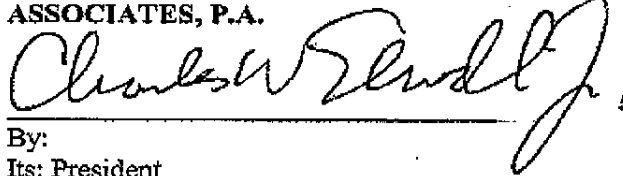
SEVENTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

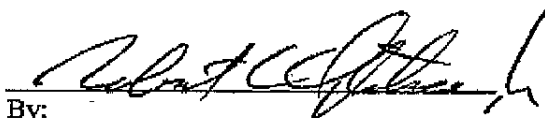
NINTH: Signatures for each party:

**ORAL AND MAXILLOFACIAL SURGERY
ASSOCIATES, P.A.**



By:
Its: President

**ORAL AND MAXILLOFACIAL SURGERY
ASSOCIATES, PLLC**



By:
Its: Member

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202 is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging party is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
ORAL AND MAXILLOFACIAL SURGERY ASSOCIATES, P.A.	Florida

SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
ORAL AND MAXILLOFACIAL SURGERY ASSOCIATES, PLLC	Florida

THIRD: The terms and conditions of the merger are as follows:

Oral and Maxillofacial Surgery Associates, P.A. shall be Merged into Oral and Maxillofacial Surgery Associates, PLLC and the shareholders of Oral and Maxillofacial Surgery Associates, P.A. shall become the members of Oral and Maxillofacial Surgery Associates, PLLC in accordance with the Operating Agreement for such PLLC.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: The percentage ownership interest of the shareholders of the merging Professional corporation, shall enjoy the same percentage ownership interest with regards to their membership interest in the professional limited liability company.

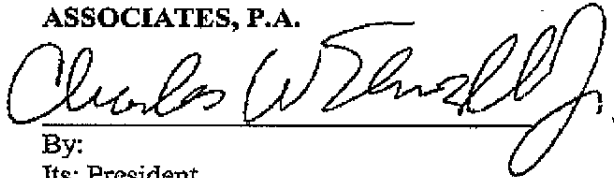
B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: The members of the surviving professional limited liability company shall have the same rights to acquire interests, shares, obligations or other securities in the same manner as provided in the merging professional corporation.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

<u>Name</u>	<u>Address</u>
Robert C. Ogletree, Jr.	<u>1798 23rd St</u> <u>Norcross, GA 32578</u>
Charles W. Elwell, Jr.	<u>4759 Ocean Dr.</u> <u>Vestin FL 32544</u>

SIXTH: Signatures for each party:

**ORAL AND MAXILLOFACIAL SURGERY
ASSOCIATES, P.A.**

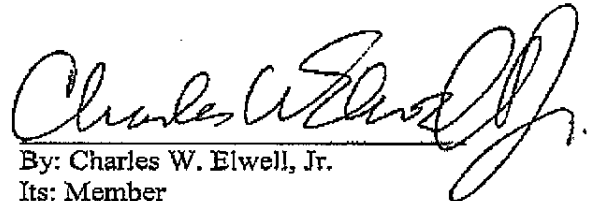


By:
Its: President

**ORAL AND MAXILLOFACIAL SURGERY
ASSOCIATES, PLLC**



By: Robert C. Ogletree, Jr.
Its: Member



By: Charles W. Elwell, Jr.
Its: Member