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**LD2000006738**

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**MERGER OR SHARE EXCHANGE**

**Westshore OMS Specialists, P.L.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

JOHN A. CONTINO, D.M.D., P.A.,  
a Florida professional service corporation

P98000017975

AND

ERIC H. REED, M.D., D.D.S., P.A.,  
A Florida professional service corporation

P02000018485

WITH AND INTO

WEST SHORE OMS SPECIALISTS, P.L.  
a Florida professional service limited liability company

L02000006738

This merger is pursuant to: the Florida Business Corporation Act, F.S. §§607.0101 et seq. (the "BCA"), and in particular Section 607.1108 thereof; the Florida Limited Liability Company Act, F.S. §§ 608.40 et seq., (the "LLCA"), and in particular Section 608.43 thereof; and the Florida Professional Service Corporation and Limited Liability Company Act, F.S. §§ 621.01 et seq. (the "PSCLA"). JOHN A. CONTINO, D.M.D., P.A., a Florida professional service corporation, ERIC H. REED, M.D., D.D.S., P.A., a Florida professional service corporation (the "Merging Corporations") and WEST SHORE OMS SPECIALISTS, P.L., a Florida professional service limited liability company (the "Surviving Entity") do hereby submit the following Articles of Merger.

1. The merger is permitted by the laws of the State of Florida, under which each entity is incorporated or organized as the case may be.
2. The Plan of Merger setting forth the terms and conditions of the merger is attached hereto as Exhibit "A."
3. The Plan of Merger was approved by each entity that is a party to the merger in accordance with the applicable provisions of the BCA, the LLCA and the PSCLA.
4. The Plan of Merger was approved by the sole Director and Shareholder of each of the Merging Corporations by Consents dated February 9, 2011 (with respect to JOHN A. CONTINO, D.M.D., P.A.), and February 9, 2011 (with respect to ERIC H. REED, M.D., D.D.S., P.A.), and by the Managers and Members of the Surviving Entity by Consent dated February 9, 2011.
5. The name of each corporation that is a party to the merger is: (i) JOHN A. CONTINO, D.M.D., P.A., a Florida professional service corporation; (ii) ERIC H. REED, M.D., D.D.S., P.A., a Florida professional service corporation; and (iii) WEST SHORE OMS SPECIALISTS, P.L., a Florida professional service limited liability company.

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6. The name of the Surviving Entity into which the Merging Corporations are to be merged is WEST SHORE OMS SPECIALISTS, P.L., a Florida professional services limited liability company.

7. The name and address of the statutory agent of the Surviving Corporation is John A. Contino, 1459 Ridge Street, Suite 1, Naples, Florida 34103.

8. The street address of the Surviving Entity's place of business is 1459 Ridge Street, Suite 1, Naples, Florida 34103.

9. The Shareholders and Directors of the Merging Corporations and the Members and Managers of the Surviving Entity unanimously approved the merger.

10. The effective date of the merger shall be the date upon which these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, each of the undersigned has duly executed these Articles of Merger this 9<sup>th</sup> day of February, 2011.

JOHN A. CONTINO, D.M.D., P.A.  
a Florida professional service corporation

By: John A. Contino  
John A. Contino, its President

ERIC H. REED, M.D., D.D.S., P.A.  
A Florida professional service corporation

By: Eric H. Reed  
Eric H. Reed, its President

WEST SHORE OMS SPECIALISTS, P.L.,  
a Florida professional service limited liability company

By: John A. Contino  
John A. Contino, its Manager

By: Eric H. Reed  
Eric H. Reed, its Manager

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**EXHIBIT "A"**

**Plan of Merger**

1. The name of the surviving corporation is WEST SHORE OMS SPECIALISTS, P.L., a Florida professional service limited liability company (the "Surviving Entity"). The name of the merging corporations are JOHN A. CONTINO, D.M.D., P.A., a Florida professional service corporation, and ERIC H. REED, M.D., D.D.S., P.A., a Florida professional service corporation (the "Merging Corporations").

2. The terms and conditions of the proposed merger are as follows:

The Surviving Entity shall succeed to and become the owner of all of the property and assets of any nature of the Merging Corporations and succeed to all of the Merging Corporations' rights, privileges, powers and franchises, public and private, and shall assume and be liable for all of the debts, liabilities, restrictions, disabilities and duties of the Merging Corporations, all to the fullest extent provided by the Florida Business Corporation Act, the Florida Limited Liability Company Act, and the Florida Professional Service Corporation and Limited Liability Company Act.

3. The manner and basis of converting the shares of the Merging Corporations into securities of the Surviving Corporation, cash or other property is as follows:

Upon the effective date of the merger, the shares of each of the Merging Corporations' common stock, issued and outstanding immediately prior to such effective date, shall, by virtue of the merger, be cancelled and shall thereafter carry with them no rights and privileges. The shareholders of the Merged Corporations shall be Members of the Surviving Entity, with the rights and privileges described in the Articles of Organization and Operating Agreement of the Surviving Entity, each holding the same interests formerly held by each of the Merging Corporations.

4. The Managers of the Surviving Entity shall continue to be John A. Contino, 1459 Ridge Street, Suite 1, Naples, Florida 34103 and Eric Reed, 1459 Ridge Street, Suite 1, Naples, Florida 34103.

5. The effective date of the Merger shall be the date upon which the Article of Merger are filed with the Florida Department of State.

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**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

  
\_\_\_\_\_  
John A. Camino

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