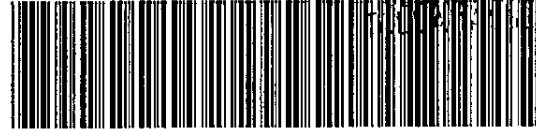


L0500007041

FILED

2005 NOV -8 P 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



100061180451

11/08/05 10:00:00 AM

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



FILED

2005 NOV -8 P 2: 50

Suite 110
1185 Immokalee Road
Tallahassee, Florida 34110
239.254.0709 Telephone
239.254.0709 Facsimile
www.coxnici.com

James R. Nici
Juris Doctorate in Law
Master of Laws in Taxation
Board Certified in Wills, Trusts and Estates
jnici@coxnici.com

November 4, 2005

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

SENT VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED
7005 1160 0000 8427 8069

Re: *Thomas P. Hale, D.D.S., P.L.*
Our File no. 1607.51

Dear Sir/Madam:

Enclosed are the Articles of Merger along with a copy of the approved Plan of Merger for the above-referenced entities, together with check # 7407 in the amount of \$90, representing your filing fee.

Please acknowledge receipt of the enclosed documents by stamping the duplicate copy of this cover letter and returning it to me in the envelope provided. If there is any further action required to please contact me.

Please feel free to contact me if you have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read 'James R. Nici'.

James R. Nici

JRN/sas

Enclosures

cc: *Thomas P. Hale, D.D.S., P.L.*

ARTICLES (CERTIFICATE) OF MERGER

FILED

The following Articles (Certificate) of Merger (referred hereafter as the "Articles of Merger") are being submitted in accordance with Section 607.1109, Section 621.13 and 608.4382 of the Florida Statutes.

2005 NOV -8 P 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Professional Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Thomas P. Hale, D.D.S, P.A. 9810 Gallaria Ct., Suite 100 Naples, FL 34109	Florida	Professional Corporation

Florida Document/Registration Number: P00000085771
FEI Number: 65-1037698

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Professional Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Thomas P. Hale, D.D.S, P.L. 9810 Gallaria Ct., Suite 100 Naples, FL 34109	Florida	Professional Limited Liability Company

Florida Document/Registration Number: L05000107041
FEI Number: 65-1037698

THIRD: The attached Plan of Merger meets the requirements of Section 607.1108, Section 621.13 and 608.4382 of the Florida Statutes, and was approved in accordance with Section 607.1103, Section 608.4381 and Section 621.13 by written consent on the 4th day of November 2005. The Plan of Merger was executed under the authority of the Board of Directors on November 4th, 2005 by the President of the Merging Professional Corporation and by the Manager of the Surviving Professional Limited Liability Company.

FOURTH: The attached Plan of Merger was approved by the Merging Professional Corporation and the Surviving Professional Limited Liability Company who are parties to the merger in accordance with Chapters 607, 621 and 608 of the Florida Statutes.

FIFTH: The merger shall become effective as of November 30th, 2005

FILED

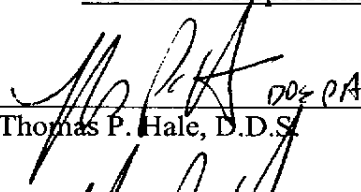
SIXTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature and Name of
Authorized Representative

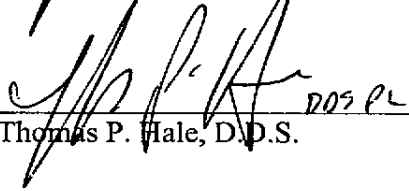
7605 NOV 28 P 2: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas P. Hale, D.D.S, P.A.


Thomas P. Hale, D.D.S.

President, Director

Thomas P. Hale, D.D.S, P.L.


Thomas P. Hale, D.D.S.

Manager

**PLAN OF MERGER
AND
REORGANIZATION**

FILED

2005 NOV -8 P 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Plan of Merger and Reorganization (the "Plan") is being submitted in accordance with Section 607.1108 of the Florida Statutes. In addition the Plan is in accordance with Sections 361 and 368 of the Internal Revenue Code of 1986, as amended (the "Code").

FIRST: The exact name and jurisdiction of the merging party (the "Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Thomas P. Hale, D.D.S, P.A. 9810 Gallaria Ct., Suite 100 Naples, FL 34109	Florida	Professional Corporation

Florida Document/Registration Number: P00000085771
FEI Number: 65-1037698

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Professional Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Thomas P. Hale, D.D.S, P.L. 9810 Gallaria Ct., Suite 100 Naples, FL 34109	Florida	Professional Limited Liability Company

Florida Document/Registration Number: L05000107041
FEI Number: 65-1037698

THIRD: Terms, Conditions and Statements in compliance with Chapter 607, Chapter 621 and 608 of the Florida Statutes and Sections 361 and 368(a)(1)(F) of the Code.

A. The effective date of the merger is to take place on or before November 30th, 2005 (the "Effective Date").

B. The Merging Professional Corporation and the Surviving Professional Limited Liability Company shall be a single entity known as Thomas P. Hale, D.D.S, P.L.

C. The Merging Professional Corporation shall cease to exist following the Effective Date of the merger.

D. The Merging Professional Corporation and the Surviving Professional Limited Liability Company shall be treated the same for federal income tax purposes, and the Surviving Professional Limited Liability Company shall use the same tax identification number as the Merging Corporation.

E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of corporate vehicles for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Professional Corporation is to be preserved in the reorganization and within the Surviving Professional Limited Liability Company.

F. The purpose of the merger, in part, is to protect the business assets from the owner's creditors and to allow for the continued management structure in that there is a higher protection against the creditors of the owners afforded under state law in a professional limited liability company structure. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of the business.

G. The Surviving Professional Limited Liability Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Professional Corporation; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Professional Corporation, shall be vested in the Surviving Professional Limited Liability Company without further act or deed.

H. The Surviving Professional Limited Liability Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Professional Corporation; and all existing or pending claims, actions or proceedings by or against the Merging Professional Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Professional Limited Liability Company may be substituted in the place of the Merging Professional Corporation, and neither the rights of creditors nor any liens upon the property of the Merging Professional Corporation shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of net assets of the Merging Professional Corporation that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Professional Limited Liability Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Professional Limited Liability Company.

J. The cost or other basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Professional Corporation.

FOURTH: Conversion of Ownership Interests

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

FILED

whole or in part, into cash or other property are intended to comply with Sections 361 and 368(a)(1)(F) of the Code and specifically is as follows:

2005 NOV -8 P 2: 50

A. All of the Shareholders of the Merging Professional Corporation and the Members of the Surviving Professional Limited Liability Company and the outstanding percentage of ownership percentage interests issued are identical. At and after the Effective Date, all of the previously issued and outstanding shares of common stock of the Merging Professional Corporation that were issued and outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled.

B. Upon the surrender and cancellation of the Merging Professional Corporation's outstanding stock certificates, the Surviving Professional Limited Liability Company shall issue membership certificates representing ownership of the Surviving Professional Limited Liability Company to the Member in identical interests as owned prior to the merger/reorganization. No money or distributions or other dispositions shall be received or given under this Plan.

C. The Merging Professional Corporation and the Surviving Professional Limited Liability Company hereby acknowledge that the transfer of ownership interests are to be treated as if the Surviving Professional Limited Liability Company received the assets and liabilities of the Merging Professional Corporation in exchange for its membership units in a non-recognition event under Section 1032(a) of the Code.

D. In addition, the Merging Professional Corporation and the Surviving Professional Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interests in the Surviving Professional Limited Liability Company the Merging Professional Corporation shall thereafter issue the membership units of the Surviving Professional Limited Liability Company to its Shareholders in exchange for the Shareholder's stock certificates in the Merging Professional Corporation in a non-recognition event under Section 354(a)(1) of the Code.

FIFTH: The name and address of the manager of the Surviving Professional Limited Liability Company is as follows:

Thomas P. Hale, D.D.S.
9810 Gallaria Ct., Suite 100
Naples, FL 34109

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Under penalties of perjury, I declare that I consent to the above Plan of Merger and Reorganization of the Merging Professional Corporation and Surviving Professional Limited Liability Company and that I have examined this Plan, and to the best of our knowledge and belief, it is true, correct, and complete. As an Officer of the Merging Professional Corporation and Manager of the Surviving Professional Limited Liability Company, I further declare that I am authorized to execute this Plan and statement on its behalf.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

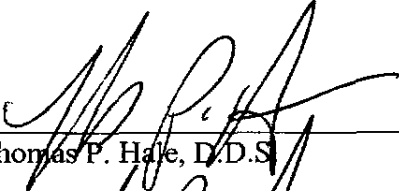
Signature and Name of
Authorized Representative

Title or Position

2005 NOV -8 P 2: 50

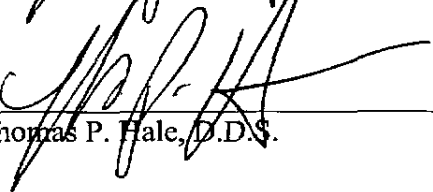
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas P. Hale, D.D.S, P.A.


Thomas P. Hale, D.D.S.

President, Director

Thomas P. Hale, D.D.S, P.L.


Thomas P. Hale, D.D.S.

Manager