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MERGER OR SHARE EXCHANGE
Orthodontic Specialists Management, LLC

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**ARTICLES OF MERGER
OF
A & D ORTHODONTIC MANAGEMENT CORP.,
INTO
ORTHODONTIC SPECIALISTS MANAGEMENT, LLC**

Pursuant to the provisions of Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Section 608.438 of the Florida Limited Liability Company Act ("FLLC"), A & D ORTHODONTIC MANAGEMENT CORP., a Florida corporation ("A & D"), and ORTHODONTIC SPECIALISTS MANAGEMENT, LLC, a Florida limited liability company ("OSM"), approve and submit the following Articles of Merger to effectuate a merger of A & D into OSM (the "Merger"):

**ARTICLE I.
PLAN OF MERGER**

The Plan of Merger of A & D into OSM is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent entities to the Merger are as follows:

Constituent Entity	Jurisdiction of Formation	Document No.
A & D Orthodontic Management Corp.	Florida	P05000089551
Orthodontic Specialists Management, LLC	Florida	L09000084900

1.2 Surviving Entity. A & D shall be merged into OSM, with OSM being the surviving entity (the "Surviving Entity").

1.3 Name and Address of Members. The name and business address of the members of the Surviving Entity are as follows:

Name of Members	Business Address
Alan D. Shoopak	3001 Executive Drive, Suite 180 Clearwater, Florida 33762
Dennis J. L. Buchman	3001 Executive Drive, Suite 180 Clearwater, Florida 33762

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1.4 Effective Time. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "*Effective Time*").

1.5 Effect of the Merger. At the Effective Time:

(a) The separate corporate existence of A & D shall cease and the corporate existence of OSM (as a Florida limited liability company) shall continue as the Surviving Entity.

(b) The title to all real estate and other property, or any interest therein, owned by OSM or A & D will be vested in the Surviving Entity without reversion or impairment.

(c) The Surviving Entity shall be responsible and liable for all the liabilities and obligations of each of OSM and A & D.

(d) Any claim existing or action or proceeding pending by or against OSM may be continued as if the Merger did not occur.

(e) The Surviving Entity may be substituted in any claim existing, or action or proceeding pending, by or against A & D.

(f) Neither the rights of creditors nor any liens upon the property of OSM or A & D shall be impaired by the Merger.

(g) The Articles of Organization and Operating Agreement of OSM immediately prior to the effectiveness of the Merger shall be the Articles of Organization and Operating Agreement of the Surviving Entity after the Merger.

1.6 Effect on Equity.

(a) Each share of the capital stock of A & D ("*A & D Stock*") that is issued and outstanding immediately prior to the Effective Time of the Merger shall no longer be outstanding, shall be canceled and retired, and shall cease to exist, and each holder of A & D Stock shall cease to have any rights with respect thereto. From and after the Effective Time, each certificate previously evidencing ownership of A & D Stock shall be null and void.

(b) Upon consummation of the Merger described herein, each holder of A & D Stock shall surrender their certificates representing the A & D Stock (if any exist) to the Surviving Entity for cancellation and termination.

(c) The membership interest in OSM issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, shall be unaffected by the Merger and shall continue to be owned by the persons identified in Section 1.3 above.

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1.7 **Tax Consequences.** Both A & D and OSM are characterized as "S corporations" for federal and state income tax purposes. The shareholders and members of A & D and OSM are the same persons. The parties intend that the Merger will be treated as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

ARTICLE II. SURVIVING ENTITY INFORMATION

The Surviving Entity's exact name, street address of its principal office, jurisdiction of formation, entity type, Florida Document/Registration Number and Federal Employer Identification Number are as follows:

Name and Street Address	Jurisdiction of Formation	Entity Type	Florida Document/ Registration No.	F.E.I. Number
Orthodontic Specialists Management, LLC 3001 Executive Drive, Suite 180 Clearwater, FL 33762	Florida	Limited Liability Company	L09000084900	27-0838769

ARTICLE III. COMPLIANCE WITH LAWS

The Merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement, articles of incorporation, bylaws, articles of organization or operating agreement of any corporation or limited liability company that is a party to the Merger.

ARTICLE IV. EFFECTIVE DATE OF THE MERGER

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

ARTICLE V. SHAREHOLDER AND MEMBER APPROVAL

In accordance with the provisions of the FLLC, the Plan of Merger was unanimously approved as of April 22, 2013 by the members of OSM.

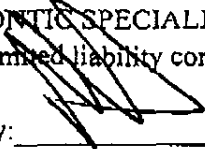
In accordance with the provisions of the FBCA, the Plan of Merger was unanimously approved as of April 22, 2013 by the shareholders of A & D.

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IN WITNESS WHEREOF, these Articles of Merger have been executed in accordance with the requirements of the FBCA and FLLC by the parties as of the 25th day of April, 2013.

ORTHODONTIC SPECIALISTS MANAGEMENT, LLC,
a Florida limited liability company

By: 
Alan D. Shoopak, D.M.D., President

A & D ORTHODONTIC MANAGEMENT CORP.,
a Florida corporation

By: 
Alan D. Shoopak, D.M.D., President