

L99000009152



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, FL 32301  
(850) 681-6528

HOLD

FOR PICKUP BY  
UCC SERVICES

OFFICE USE ONLY (Document #)

792881

800003234108--5  
-05/02/00--01002--014  
\*\*\*\*\*60.00 \*\*\*\*\*60.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

edentalDirect.com LLC

- ☐ Walk In  
☐ Mail Out  
☐ Will Wait  
☐ Photocopy

☐ Pick Up Time

- ☐ Certified Copy  
☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ ARTICLES ONLY  
☐ ALL CHARTER DOCUMENTS

RUSH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of FICTITIOUS NAME  
☐ FICTITIOUS NAME SEARCH  
☐ CORP SEARCH

FILED

00 MAY 1 AM 10:44

RECEIVED

00 MAY -1 PM 4:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

7  
Kp

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

EDENTALDIRECT.COM, L.L.C. a Florida entity #L99000009152

INTO

**EDENTALDIRECT.COM, INC.,** corporation not qualified in Florida.

File date: May 1, 2000

Corporate Specialist: Lee Rivers

STATE OF FLORIDA  
ARTICLES OF MERGER  
OF

edentaldirect.com, L.L.C.,  
a Florida limited liability company

INTO

edentaldirect.com, Inc.,  
a Delaware corporation

L99-9152

FILED  
00 MAY -1 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Florida Statutes Section 607.1101 entitled "Merger", the undersigned parties adopt the following Articles of Merger:

FIRST: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Manager and the sole member of edentaldirect.com, L.L.C., a Florida limited liability company (the "Merged Corporation"), as of April 25, 2000. The Plan of Merger was adopted by the Board of Directors of edentaldirect.com, Inc., a Delaware corporation (the "Surviving Corporation"), as of April 25, 2000. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date these Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607 ( the "Effective Date").

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

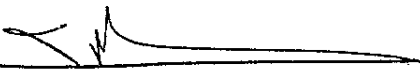
- a. The Merged Corporation shall be merged with and into the Surviving Corporation.
- b. The Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholders immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.

- d. All membership interests of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 25<sup>th</sup> day of April, 2000.


MERGED CORPORATION:

edentaldirect.com, L.L.C.

By:   
Tim Diasti  
Manager

SURVIVING CORPORATION:

edentaldirect.com, Inc.

By:   
Tim Diasti  
President

FILED  
00 MAY -1 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 25<sup>th</sup> day of April, 2000, by and between edentaldirect.com, L.L.C., a Florida limited liability company (the "Merged Corporation") and edentaldirect.com, Inc., a Delaware corporation (the "Surviving Corporation").

### WITNESSETH:

WHEREAS, the Merged Corporation was organized in the State of Florida on December 23, 1999, of which 100% of the membership ownership is held by the sole member.

WHEREAS, the Surviving Corporation was organized in the State of Delaware on March 20, 2000, and has an authorized capital stock of 60,000,000 shares, \$.001 par value per share, of which 10,000,000 are currently issued and outstanding;

WHEREAS, the Manager and the Sole Member of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 252 and 253 of the General Corporation Law of Delaware. The Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Delaware shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Manager and the sole member of the Merged Corporation and by the Board of Directors of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.1103 and the General Corporation Law of Delaware. The shareholders of the Surviving Corporation were not required to approve the Plan of Merger.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and the General Corporation Law of Delaware, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of dealing with the membership interest of the Merged Corporation shall be as hereinafter set forth.

### ARTICLE I CORPORATE EXISTENCE

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Delaware; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the

property of the Surviving Corporation as they were the property of the Merged Corporation, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

## **ARTICLE II**

### **ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

## **ARTICLE III**

### **BYLAWS OF SURVIVING CORPORATION**

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

## **ARTICLE IV**

### **BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDERS OF SURVIVING CORPORATION**

The Board of Directors, officers and shareholders of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholders of the Surviving Corporation until their successors are elected and qualified or the shareholders transfer their ownership in the Surviving Corporation.

FILED  
00 MAY 11 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE V**  
**MANNER OF CONVERTING SHARES**

The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. All ownership interest in the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished.

**ARTICLE VI**  
**APPROVAL OF MERGER**


This Agreement and Plan of Merger has been approved by the Manager and the sole member of the Merged Corporation as of April 25, 2000, and approved by the Board of Directors of the Surviving Corporation as of April 25, 2000.

**ARTICLE VII**  
**EFFECTIVE DATE OF MERGER**

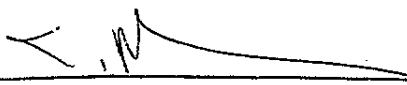
This Merger shall become effective on the date the Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607 and filed with the Delaware Secretary of State in accordance with Section 103 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

edentaldirect.com, L.L.C.

By:   
Tim Diasti  
Manager

edentaldirect.com, Inc.

By:   
Tim Diasti  
President

**FILED**  
00 MAY -1 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA