

09/08/2011

FAX 4076560

WILLIAM N. ASMA P.A.

001/006

Division of Corporations

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P0000000017520

Florida Department of State
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MERGER OR SHARE EXCHANGE

Alan J. Avriett, D.M.D., P.A.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$60.00

\$76.00

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SEP -9 2011

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EXAMINER

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Alan J. Avriett, D.M.D., P.A.	Florida	Profit Corporation
Southern Dental, LLC	Florida	Limited Liability Company
204-17520		
204-19523		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Alan J. Avriett, D.M.D., P.A.	Florida	Profit Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.



b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302 F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Alan J. Avriett, D.M.D., P.A.		Alan J. Avriett, Pres
Southern Dental, LLC		Alan J. Avriett, Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)	Typed or Printed Name of Individual:
General Partnerships: <td>Signature of a general partner or authorized person</td> <td></td>	Signature of a general partner or authorized person	
Florida Limited Partnerships: <td>Signatures of all general partners</td> <td></td>	Signatures of all general partners	
Non-Florida Limited Partnerships: <td>Signature of a general partner</td> <td></td>	Signature of a general partner	
Limited Liability Companies: <td>Signature of a member or authorized representative</td> <td></td>	Signature of a member or authorized representative	
Alan J. Avriett, D.M.D., P.A.		Alan J. Avriett
Fees:	-\$35.00 Per Party	
Southern Dental, LLC		Alan J. Avriett
Certified Copy (optional):	\$8.75	

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)	Typed or Printed Name of Individual:
General Partnerships: <td>Signature of a general partner or authorized person</td> <td></td>	Signature of a general partner or authorized person	
Florida Limited Partnerships: <td>Signatures of all general partners</td> <td></td>	Signatures of all general partners	
Non-Florida Limited Partnerships: <td>Signature of a general partner</td> <td></td>	Signature of a general partner	
Limited Liability Companies: <td>Signature of a member or authorized representative</td> <td></td>	Signature of a member or authorized representative	
Alan J. Avriett, D.M.D., P.A.		Alan J. Avriett
Fees:	\$35.00 Per Party	
Southern Dental, LLC		Alan J. Avriett
Certified Copy (optional):	\$8.75	

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER/DISSOLUTION

THIS PLAN OF MERGER/DISSOLUTION is made this 31 day of JULY 2011 by and between ALAN J. AVRIETT, D.M.D., P.A., a Florida Corporation, hereinafter referred to as "AJA" and SOUTHERN DENTAL, LLC, a Florida Limited Liability Company, hereinafter referred to as "SOUTHERN" who agree as follows:

WHEREAS, This Plan of Merger/Dissolution, hereinafter referred to as "Plan" is made pursuant to Chapter 607, Florida Statutes and is in accordance with the terms and conditions of this Chapter.

WHEREAS, This Plan has been approved by all the parties to this agreement.

WHEREAS, Each entity herein was formed in the State of Florida as follows:

Alan J. Avriett, D.M.D., P.A. 2/15/2000 Document Number P00000017520

Southern Dental, LLC 2/17/2006 Document Number L06000019523

WHEREAS, Upon the execution of this Plan, the only surviving entity shall be AJA.

NOW THEREFORE, in and for consideration of the mutual promises contained herein and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Recitals stated above are true and correct and are incorporated by reference.
2. AJA will acquire all of the assets of Southern in exchange for stock of AJA which will be transferred back to Southern. The valuation of the assets will be determined by AJA and Southern. The valuation will determine the number of shares of AJA to be issued to Southern. The valuation will be affixed to this agreement at a later date.

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3. Upon receipt of the issued stock in AJA, Southern will immediately distribute said stock to Alan J. Avriett individually who shall become the sole shareholder of the stock.

4. Alan J. Avriett, upon receipt of the stock in AJA, will release and relinquish all right title and interest to Southern.

5. AJA and Southern agree to file all the appropriate documentation with the Secretary of State, Division of Corporations and with the Federal Government (Internal Revenue Service) to consummate the Plan as described herein.

IN WITNESS WHEREOF, the parties have set their hands and seals as of the date first above written.

Elizabeth Millan
Witness: Elizabeth Millan
Sharon D. Morgan
Witness: Sharon D. Morgan

Alan J. Avriett, D.M.D., P.A.
By: [Signature]
Name: Alan J. Avriett
Its: President / Director

Elizabeth Millan
Witness: Elizabeth Millan
Sharon D. Morgan
Witness: Sharon D. Morgan

Southern Dental, LLC
By: [Signature]
Name: Alan J. Avriett
Its: Managing member

Elizabeth Millan
Witness: Elizabeth Millan
Sharon D. Morgan
Witness: Sharon D. Morgan

[Signature]
Alan J. Avriett, individually

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