

PO10000013584

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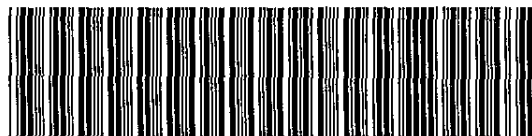
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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700009629547

Merger

12/31/02--01003--025 **68.75

EXPIRATION DATE 12/31/02
EXPIRATION DATE 12/31/02

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 DEC 30 PM 4:53

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 DEC 30 PM 4:58

FILED

DR
12/31/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

DENTAL CARE ALLIANCE, INC., a Delaware corporation F96000005549

INTO

MON ACQUISITION CORP., a Florida entity, P01000013584

File date: December 30, 2002, effective December 31, 2002

Corporate Specialist: Annette Ramsey

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

File
151

CONTACT: PAM

DATE: 12-30-02

REF. #: 0174-11748

CORP. NAME: Dental Care Alliance, L.L.C merging
into Mon Acquisition Corp.

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 504074 FOR \$ 68.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

EFFECTIVE DATE
12/31/02

**ARTICLES OF MERGER
OF
MON ACQUISITION CORP.,
a Florida corporation
and
DENTAL CARE ALLIANCE, INC.,
a Delaware corporation**

(Pursuant to the provisions of Chapter 607
of the Florida Business Corporation Act
and Title 8 of the Delaware Code)

FILED
02 DEC 30 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes and Section 253 of the Delaware Code, the undersigned, hereby certify by these Articles of Merger as follows:

1. The names of the corporations which are parties to the Merger are **MON ACQUISITION CORP.**, a Florida corporation ("MON") and **DENTAL CARE ALLIANCE, INC.**, a Delaware corporation ("DCA"), a wholly owned subsidiary of MON. MON will be the surviving corporation and is to be governed by the laws of the State of Florida.

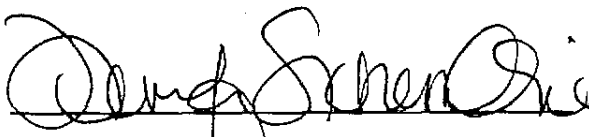
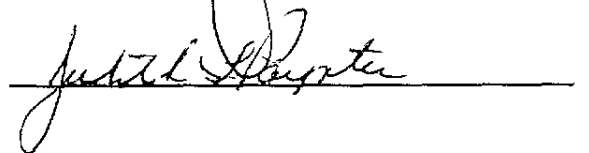
2. The Plan and Agreement of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

3. The Plan and Agreement of Merger was duly adopted pursuant to a written consent as permitted by Section 607.0821 of the Florida Statutes by the board of directors of MON, the parent corporation, pursuant to Section 607.1104 of the Florida Statutes and in accordance with Section 253 of the Delaware Code, as of December 19, 2002.

4. The Merger shall become effective as of 11:59 p.m. on December 31, 2002.

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers as of this 19th day of December, 2002.

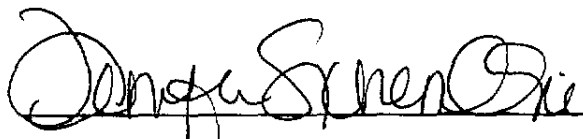
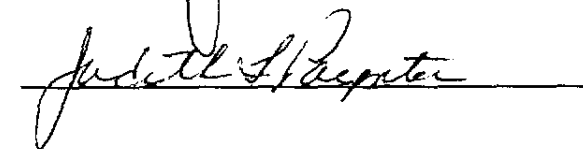
WITNESSES

MON ACQUISITION CORP., a Florida corporation

By: 
David P. Nichols, Chief Financial Officer

DENTAL CARE ALLIANCE, INC., a Florida corporation

By: 
David P. Nichols, Chief Financial Officer

Exhibit "A"

**PLAN and AGREEMENT OF MERGER
BETWEEN
MON ACQUISITION CORP.,
a Florida corporation
and
DENTAL CARE ALLIANCE, INC.,
a Delaware corporation**

**PLAN AND
AGREEMENT OF MERGER
BETWEEN
MON ACQUISITION CORP.,
a Florida corporation
and
DENTAL CARE ALLIANCE, INC.,
a Delaware corporation**

This Plan and Agreement of Merger (this "Agreement") is entered into on December 19, 2002, by and between **MON ACQUISITION CORP.**, a Florida corporation ("MON") and **DENTAL CARE ALLIANCE, INC.**, a Delaware corporation ("DCA" and collectively with MON, the "Constituent Corporations").

Background

MON is a corporation duly organized under the law of the State of Florida and is the parent corporation of DCA. DCA is a corporation duly organized under the law of the State of Delaware and is a wholly owned subsidiary of MON. The Board of Directors of MON deems it advisable that DCA be merged with and into MON on the terms and conditions herein set forth and in accordance with the Florida Statutes Section 607.1104 and Delaware Code Section 253. It is intended for federal income tax purposes that the reorganization contemplated by this Agreement shall qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual promises and covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, MON and DCA have agreed and do hereby agree as follows:

Terms Of The Merger

1. Background. The parties hereby acknowledge and agree that the Background Section is true in all respects and shall be incorporated herein by reference.
2. Merger. DCA, a wholly owned subsidiary of MON, shall be merged with and into MON pursuant to the applicable provisions of Florida law, including Section 607.1104 of the Florida Statutes, and Delaware law, including Section 253 of the Delaware Code, and MON shall be the surviving corporation.
3. Effect of Merger. After the filing of the Articles of Merger with the State of Florida and the State of Delaware, the Constituent Corporations shall be a single corporation, which shall be MON as the surviving corporation, and the separate existence of DCA shall cease except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into another corporation, while the corporate existence of MON shall continue unaffected and

unimpaired. MON shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under Florida law. MON shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of the Constituent Corporations. All property, real, personal and mixed, all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in MON without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of such merger. MON shall hereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or MON may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger.

4. Certificate of Incorporation. The Certificate of Incorporation of MON shall not be amended in any respect by reason of this Plan and Agreement of Merger.

5. Service of Process. MON hereby agrees that following the effective date of this Merger, it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of DCA, as well as for the enforcement of an obligation of MON arising from this Merger, including any suit or other proceeding to enforce the right of any shareholders as determined in appraisal proceedings pursuant to Delaware Code Section 262, and irrevocably appoints the Delaware Secretary of State as its agent to accept service of process in any such suit or other proceedings and the Delaware Secretary of State shall forward a copy of any such process to MON at: c/o David Nichols, One South School Avenue, Sarasota, Florida 34237.

6. Conversion of Shares. The manner of converting the outstanding shares of each of the Constituent Corporations shall be as follows: Each share of Common Stock of MON issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder, continue to be outstanding with no adjustment as a result of the Merger. The Common Stock of DCA owned by MON immediately prior to the Effective Date of the Merger, which represent all of the issued and outstanding shares of DCA, shall, without any action on the part of the holder thereof, cease to exist and be cancelled by virtue of this Merger.

7. Further Assurances. If at any time after the Effective Date MON shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in MON, according to the terms hereof, the title to any property rights of the Constituent Corporations, the last acting officers and Directors of DCA, or the corresponding officers and Directors of MON shall and will execute and make all such proper assignments or assurances and all things necessary or proper

to vest title in such property or rights in MON, and otherwise carry out the purposes of this Plan and Agreement of Merger.

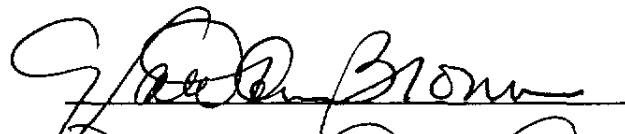

8. Approval By Directors. This Plan and Agreement of Merger shall be approved by the Board of Directors of MON, and pursuant to Florida Statutes Section 607.1104 and Delaware Code Section 253, approval by the Shareholders of MON or DCA is not required under Florida law or Delaware law.

9. Effective Date. The merger of DCA with and into MON shall become effective at 11:59 p.m. on December 31, 2002 (the "Effective Date").

10. Termination. Notwithstanding anything contained herein or elsewhere to the contrary, this Plan and Agreement of Merger may be terminated and abandoned by the Board of Directors of MON at any time prior to filing of the Articles of Merger.

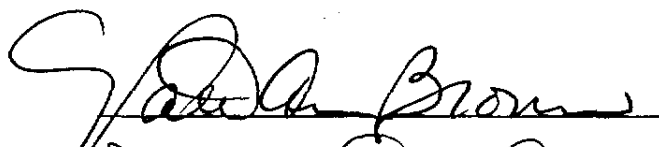
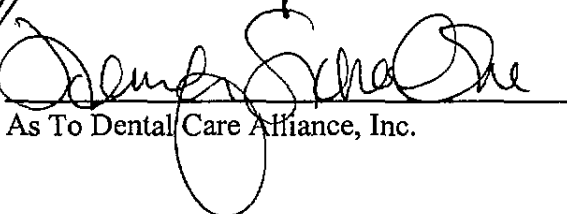
IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the date set forth above.

WITNESSES

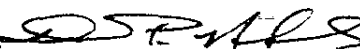


As To MON Acquisition Corp.

MON ACQUISITION CORP.,
a Florida corporation

By 
David P. Nichols, Chief Financial Officer



As To Dental Care Alliance, Inc.

DENTAL CARE ALLIANCE INC., a
Florida corporation

By 
David P. Nichols, Chief Financial Officer