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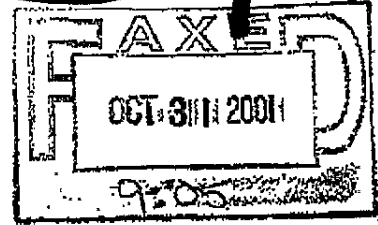
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KIRK PINKERTON

T-245 P.00

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Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION  
Account Number : 071670002600  
Phone : (941) 364-2409  
Fax Number : (941) 364-2490

NOTE: PLEASE MAKE THIS MERGER EFFECTIVE 10/31/01.

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

STRICKLAND & GIANNINI OF FLORIDA, D.D.S., P.A.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

STRICKLAND & GIANNINI OF LONGWOOD, D.D.S., P.A., a Florida corporation,  
document number P00000033067

STRICKLAND AND GIANNINI OF ORLANDO, D.D.S., P.A., a Florida  
corporation, document number P99000110961

STRICKLAND & GIANNINI OF SARASOTA, D.D.S., P.A. , a Florida corporation,  
document number P98000078032

THE SMILE CENTRE OF SARASOTA, D.D.S., P.A., a Florida corporation,  
document number P00000093435

INTO

**STRICKLAND & GIANNINI OF FLORIDA, D.D.S., P.A.,** a Florida entity,  
P01000065554

File date: November 1, 2001

Corporate Specialist: Karen Gibson

Nov-01-2001 09:15am To-8502050380--46899999

From-KIRKPINKERTON

T-345 P.002 F-079



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 31, 2001

STRICKLAND & GIANNINI OF FLORIDA, D.D.S., P.A.  
5570 BEE RIDGE ROAD STE C-2  
SARASOTA, FL 34233

SUBJECT: STRICKLAND & GIANNINI OF FLORIDA, D.D.S., P.A.  
REF: F01000065554

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

TWO CORPORATE NAMES NEED TO BE CORRECTED. IN THE ARTICLES OF MERGER PLEASE CORRECT ONE OF THE MERGING CORPS. TO READ "STRICKLAND AND GIANNINI OF ORLANDO, D.D.S., P.A.

IN THE PLAN PLEASE CORRECT "STRICKLAND & GIANNINI OF LONGWOOD, D.D.S., P.A.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H01000111199  
Letter Number: 701A00059578

Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

OCT 31 2001

FAX AUDIT # H01-111199

ARTICLES OF MERGER  
OF  
STRICKLAND & GIANNINI OF LONGWOOD, D.D.S., P.A.  
STRICKLAND AND GIANNINI OF ORLANDO, D.D.S., P.A.  
STRICKLAND & GIANNINI OF SARASOTA, D.D.S., P.A.  
AND  
THE SMILE CENTRE OF SARASOTA, D.D.S., P.A.  
INTO  
STRICKLAND & GIANNINI OF FLORIDA, D.D.S., P.A.

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging Strickland & Giannini of Longwood, D.D.S., P.A., a Florida corporation, Strickland and Giannini of Orlando, D.D.S., P.A., a Florida corporation, Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation, and The Smile Centre of Sarasota, D.D.S., P.A., a Florida corporation ("Merged Corporations"), into Strickland & Giannini of Florida, D.D.S., P.A., a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

| <u>Name of Corporation</u>                       | <u>State of Incorporation</u> |
|--|-------------------------------|
| Strickland & Giannini of Longwood, D.D.S., P.A.  | Florida                       |
| Strickland and Giannini of Orlando, D.D.S., P.A. | Florida                       |
| Strickland & Giannini of Sarasota, D.D.S., P.A.  | Florida                       |
| The Smile Centre of Sarasota, D.D.S., P.A.       | Florida                       |
| Strickland & Giannini of Florida, D.D.S., P.A.   | Florida                       |

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Corporation is Strickland & Giannini of Florida, D.D.S., P.A., and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

Prepared by: David M. Silberstein, Esq.  
 Kirk Pinkerton  
 720 South Orange Avenue  
 Sarasota, Florida 34236  
 (941) 364-2481  
 Atty Bar #0436879

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

## FAX AUDIT # H01-111199

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on October 31, 2001. The Plan was submitted to the Shareholders of Surviving Corporation. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, were entitled to vote on the Plan. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, voted to approve the Plan on October 31, 2001. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

6. The President and Secretary of Strickland & Giannini of Longwood, D.D.S., P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Strickland & Giannini of Longwood, D.D.S., P.A., on October 31, 2001. The Plan was submitted to the Shareholders of Strickland & Giannini of Longwood, D.D.S., P.A. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland & Giannini of Longwood, D.D.S., P.A., were entitled to vote on the Plan. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland & Giannini of Longwood, D.D.S., P.A., voted to approve the Plan on October 31, 2001. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

7. The President and Secretary of Strickland and Giannini of Orlando, D.D.S., P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Strickland and Giannini of Orlando, D.D.S., P.A., on October 31, 2001. The Plan was submitted to the Shareholders of Strickland and Giannini of Orlando, D.D.S., P.A. 6,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland and Giannini of Orlando, D.D.S., P.A., were entitled to vote on the Plan. 6,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland and Giannini of Orlando, D.D.S., P.A., voted to approve the Plan on October 31, 2001. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

8. The President and Secretary of Strickland & Giannini of Sarasota, D.D.S., P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Strickland & Giannini of Sarasota, D.D.S., P.A., on October 31, 2001. The Plan was submitted to the Shareholders of Strickland & Giannini of Sarasota, D.D.S., P.A. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland & Giannini of Sarasota, D.D.S., P.A., were entitled to vote on the Plan. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland & Giannini of Sarasota, D.D.S., P.A., voted to approve the Plan on

FAX AUDIT #H01-111199

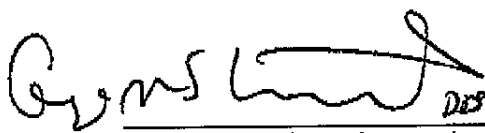
9. The President and Secretary of The Smile Centre of Sarasota, D.D.S., P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of The Smile Centre of Sarasota, D.D.S., P.A., on October 31, 2001. The Plan was submitted to the Shareholders of The Smile Centre of Sarasota, D.D.S., P.A. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in The Smile Centre of Sarasota, D.D.S., P.A., were entitled to vote on the Plan. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in The Smile Centre of Sarasota, D.D.S., P.A., voted to approve the Plan on October 31, 2001. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

10. This merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

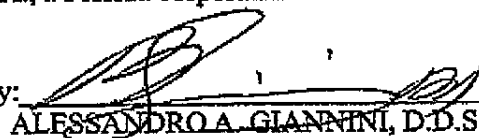
IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of each of the Merged Corporations.

Attest:

SURVIVING CORPORATION:

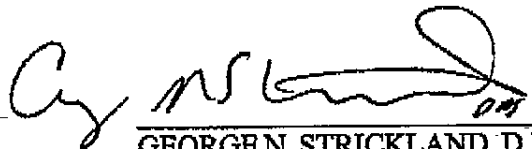
STRICKLAND & GIANNINI OF FLORIDA, D.D.S.,  
P.A., a Florida corporationGEORGE N. STRICKLAND, D.D.S.,  
Secretary

By:



ALESSANDRO A. GIANNINI, D.D.S., President

MERGED CORPORATIONS:

STRICKLAND & GIANNINI OF LONGWOOD,  
D.D.S., P.A., a Florida corporationGEORGE N. STRICKLAND, D.D.S.,  
Secretary

By:



ALESSANDRO A. GIANNINI, D.D.S., President

STRICKLAND AND GIANNINI OF ORLANDO,  
D.D.S., P.A., a Florida corporationALESSANDRO A. GIANNINI, D.D.S.,  
Secretary

By:



ALESSANDRO A. GIANNINI, D.D.S., President

FAX AUDIT # H01-111199

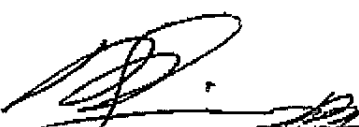
STRICKLAND & GIANNINI OF SARASOTA,  
D.D.S., P.A., a Florida corporation


GEORGE N. STRICKLAND, D.D.S.,  
Secretary

By:



ALESSANDRO A. GIANNINI, D.D.S., President

THE SMILE CENTRE OF SARASOTA, D.D.S.,  
P.A., a Florida corporation


ALESSANDRO A. GIANNINI, D.D.S.,  
Secretary

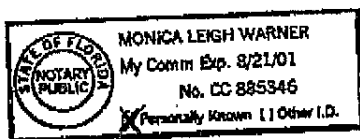
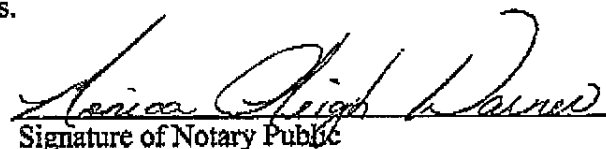
By:



ALESSANDRO A. GIANNINI, D.D.S., President

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of AUGUST, 2001, by ALESSANDRO A. GIANNINI, D.D.S., as President of Strickland & Giannini of Florida, D.D.S., P.A., a Florida corporation; as President of Strickland & Giannini of Longwood, D.D.S., P.A., a Florida corporation; as President and Secretary of Strickland and Giannini of Orlando, D.D.S., P.A., a Florida corporation; as President of Strickland & Giannini of Sarasota, D.D.S., P.A., and as President and Secretary of The Smile Centre of Sarasota, D.D.S., P.A., a Florida corporation; who [☒] is personally known to me, or [☐] has produced identification on behalf of said corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.

Signature of Notary Public

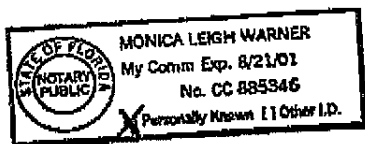
MONICA LEIGH WARNER  
Print Name of Notary Public and Affix Seal  
My Commission Expires: 8-21-01

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of AUGUST, 2001, by GEORGE N. STRICKLAND, D.D.S., as Secretary of Strickland & Giannini of Florida, D.D.S., P.A., a Florida corporation, as Secretary of Strickland & Giannini of Sarasota, D.D.S., P.A., and as Secretary of Strickland & Giannini of Longwood, D.D.S.,

FAX AUDIT # H01-111199

P.A., who [☒] is personally known to me, or [☐] has produced identification on behalf of said corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.



Monica Leigh Warner  
Signature of Notary Public

MONICA LEIGH WARNER  
Print Name of Notary Public and Affix Seal  
My Commission Expires: 8-21-01

G:\Documents\DMS\GIANNINI\ART

FAX AUDIT # H01-111199

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 31<sup>st</sup> day of October, 2001, by and between Strickland & Giannini of Florida, D.D.S., P.A., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and Strickland & Giannini of Longwood, D.D.S., P.A., a Florida corporation, Strickland and Giannini of Orlando, D.D.S., P.A., a Florida corporation, Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation, and The Smile Centre of Sarasota, D.D.S., P.A., a Florida corporation (hereinafter sometimes called the "Merged Corporations"). Surviving Corporation and Merged Corporations are collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on June 29, 2001, with an authorized capital stock of 10,000 shares of common stock, par value \$0.10 per share, of which 2,000 shares are issued and outstanding and owned by 1,000 by Alessandro A. Giannini, D.D.S., and 1,000 by George N. Strickland, D.D.S.

WHEREAS, Strickland & Giannini of Longwood, D.D.S., P.A., one of the Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed April 1, 2000, with an authorized capital stock of 10,000 shares of common stock, par value \$0.10 per share, of which 2,000 shares are issued and outstanding and owned 1,000 by Alessandro A. Giannini, D.D.S., and 1,000 by George N. Strickland, D.D.S.

WHEREAS, Strickland and Giannini of Orlando, D.D.S., P.A., one of the Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed December 21, 1999, with an authorized capital stock of 10,000 shares of common stock, par value \$1.00 per share, of which 6,000 shares are issued and outstanding and owned 3,000 by Alessandro A. Giannini, D.D.S., and 3,000 by George N. Strickland, D.D.S.

WHEREAS, Strickland & Giannini of Sarasota, D.D.S., P.A., one of the Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed September 8, 1998, with an authorized capital stock of 10,000 shares of common stock, par value \$0.10 per share, of which 2,000 shares are issued and outstanding and owned 1,000 by Alessandro A. Giannini, D.D.S., and 1,000 by George N. Strickland, D.D.S.

WHEREAS, The Smile Centre of Sarasota, D.D.S., P.A., one of the Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed October 2, 2000, with an authorized capital stock of 10,000 shares of common stock, par value \$0.10 per share, of which 2,000 shares are issued and outstanding and owned 1,000 by Alessandro A. Giannini, D.D.S., and 1,000 by George N. Strickland, D.D.S.

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WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporations have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporations be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporations, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- (a) Strickland & Giannini of Longwood, D.D.S., P.A., a Florida corporation.
- (b) Strickland and Giannini of Orlando, D.D.S., P.A., a Florida corporation.
- (c) Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation.
- (d) The Smile Centre of Sarasota, D.D.S., P.A., a Florida corporation.
- (e) Strickland & Giannini of Florida, D.D.S., P.A., a Florida corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be Strickland & Giannini of Florida, D.D.S., P.A., a Florida corporation.

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporations shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any

## FAX AUDIT # H01-111199

real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporations; and any claim existing or action or proceeding pending by or against the Merged Corporations may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporations. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, all shares of Merged Corporations shall be deemed canceled, and no additional shares of stock in Surviving Corporation shall be issued.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporations and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporations' property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

FAX AUDIT # H01-111199


IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporations.

Attest:

SURVIVING CORPORATION:


STRICKLAND & GIANNINI OF FLORIDA, D.D.S.,  
P.A., a Florida corporation

  
GEORGE N. STRICKLAND, D.D.S.,  
Secretary

By:   
ALESSANDRO A. GIANNINI, D.D.S., President

MERGED CORPORATIONS:

STRICKLAND & GIANNINI OF LONGWOOD,  
D.D.S., P.A., a Florida corporation

  
GEORGE N. STRICKLAND, D.D.S.,  
Secretary

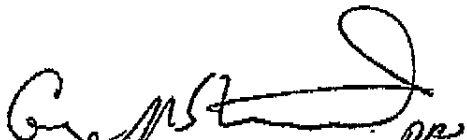
By:   
ALESSANDRO A. GIANNINI, D.D.S., President

STRICKLAND AND GIANNINI OF ORLANDO,  
D.D.S., P.A., a Florida corporation

  
ALESSANDRO A. GIANNINI, D.D.S.,  
Secretary

By:   
ALESSANDRO A. GIANNINI, D.D.S., President


STRICKLAND & GIANNINI OF SARASOTA,  
D.D.S., P.A., a Florida corporation

  
GEORGE N. STRICKLAND, D.D.S.,  
Secretary

By:   
ALESSANDRO A. GIANNINI, D.D.S., President

FAX AUDIT # H01-111199

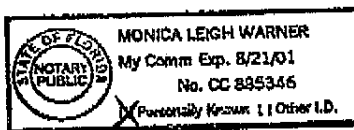
THE SMILE CENTRE OF SARASOTA, D.D.S.,  
P.A., a Florida corporation

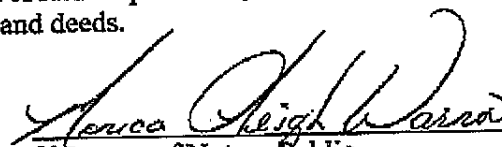
  
ALESSANDRO A. GIANNINI, D.D.S.,  
Secretary

By:   
ALESSANDRO A. GIANNINI, D.D.S., President

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of AUGUST, 2001, by ALESSANDRO A. GIANNINI, D.D.S., as President of Strickland & Giannini of Florida, D.D.S., P.A., a Florida corporation; as President of Strickland & Giannini of Longwood, D.D.S., P.A., a Florida corporation; as President and Secretary of Strickland and Giannini of Orlando, D.D.S., P.A., a Florida corporation; as President of Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation, and as President and Secretary of The Smile Centre of Sarasota, D.D.S., P.A., a Florida corporation; who [☒] is personally known to me, or [☐] has produced identification on behalf of said corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.



  
Signature of Notary Public

MONICA LEIGH WARNER  
Print Name of Notary Public and Affix Seal  
My Commission Expires: 8-21-01

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of AUGUST, 2001, by GEORGE N. STRICKLAND, D.D.S., as Secretary of Strickland & Giannini of Florida, D.D.S., P.A., a Florida corporation, as Secretary of Strickland & Giannini of Sarasota, D.D.S., P.A., and as Secretary of Strickland & Giannini of Longwood, D.D.S., P.A., who [☒] is personally known to me, or [☐] has produced identification on behalf of said

FAX AUDIT # H01-111199

corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.



Monica Leigh Warner  
Signature of Notary Public

MONICA LEIGH WARNER  
Print Name of Notary Public and Affix Seal  
My Commission Expires: 8-21-01

G:\Document\ADMS\GLANNINI\PLN