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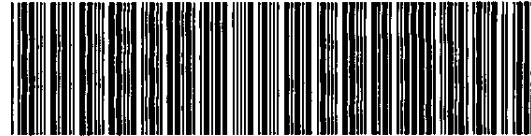
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*Merge*  
C.COULLETTE

JUN 07 2011

EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Brian M. Olitsky, D.M.D., P.A.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James D. Dati  
Contact Person

Bond, Schoeneck & King, PLLC  
Firm/Company

4001 Tamiami Trail North, Suite 250  
Address

Naples, FL 34103-3555  
City/State and Zip Code

briolitskydmd@mac.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

James D. Dati At ( 239 ) 659-3845  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

ARTICLES OF MERGER OF  
SMILE DESIGN ENTERPRISES, INC.  
WITH AND INTO  
BRIAN M. OLITSKY, D.M.D., P.A.

The following Articles of Merger (“Articles”), are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1103, and 607.1105, Florida Statutes:

1. The name, jurisdiction, and document number of the merging corporation is:

<u>Name of Merging Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Smile Design Enterprises, Inc.	Florida	P11000042681

2. The name, jurisdiction, and document number of the surviving corporation is:

<u>Name of Surviving Corporation</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Brian M. Olitsky, D.M.D., P.A.	Florida	P04000015205

3. The Plan of Merger (the “Plan”), setting forth the terms and conditions of the merger is attached to these Articles, and is incorporated by reference.

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

5. The Plan of Merger was unanimously approved and adopted by the Shareholders of the surviving corporation on May 4, 2011.

6. The Plan of Merger was unanimously approved and adopted by the Shareholders of the merging corporation on May 4, 2011.

7. These Articles of Merger may be executed in one or more counterparts, each of which shall constitute an original and all of which when taken together shall constitute one and the same document.

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IN WITNESS WHEREOF, the undersigned merging corporation, and surviving corporation have executed these Articles effective 5/4, 2011.

MERGING CORPORATION:

**Smile Design Enterprises, Inc.**

By:   
Brian M. Olitsky, President

SURVIVING CORPORATION:

**Brian M. Olitsky, D.M.D., P.A.**

By:   
Brian M. Olitsky, President

PLAN OF MERGER OF  
SMILE DESIGN ENTERPRISES, INC.  
WITH AND INTO  
BRIAN M. OLITSKY, D.M.D., P.A.

This Plan of Merger of Smile Design Enterprises, Inc., with and into Brian M. Olitsky, D.M.D., P.A. (the "Surviving Corporation"), is made pursuant to Section 607.1101 of the Florida Statutes, and Section 368(a)(1)(A) of the Internal Revenue Code, and is adopted as follows:

1. The name of each corporation planning to merge is:
  - (i) Smile Design Enterprises, Inc., a Florida corporation; and
  - (ii) Brian M. Olitsky, D.M.D., P.A., a Florida corporation.

The Surviving Corporation shall be Brian M. Olitsky, D.M.D., P.A., a Florida corporation.

2. As to each corporation, the designation and number of authorized and outstanding shares of each class and series and the voting rights thereof are currently as follows:

Name of Corporation	Number Shares Authorized	Class and	Par Value	Number Shares Outstanding
Smile Design Enterprises, Inc.	100	Voting Common Stock	\$1.00 Par Value	100
Brian M. Olitsky, D.M.D., P.A.	1000	Voting Common Stock	\$1.00 Par Value	100

The 100 issued and outstanding shares of Smile Design Enterprises, Inc. are presently owned by Brian M. Olitsky.

3. Upon filing of the Articles of Merger with the Florida Department of State, all of the issued and outstanding shares of Smile Design Enterprises, Inc. shall be exchanged for a like number of shares in the Surviving Corporation. Subsequently, the ownership of the Surviving Corporation shall be as follows:

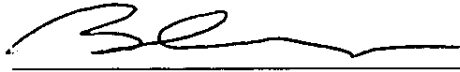
Surviving Corporation Shareholder	Number of Shares Owned	Percentage of Issued/Outstanding Shares
Brian M. Olitsky	200	100.000%

4. The effective date of the merger shall be the later of May 4, 2011, or the date these Articles are filed with the Florida Secretary State.


5. The foregoing Plan of Merger was duly unanimously adopted by the Shareholders of Smile Design Enterprises, Inc., at a Special Meeting on 5/4, 2011, and by the Shareholders of Brian M. Olitsky, D.M.D., P.A. at a Special Meeting on 5/4, 2011.

IN WITNESS WHEREOF, this Plan of Merger was executed effective 5/4, 2011.

Smile Design Enterprises, Inc.

By:   
Brian M. Olitsky, President

Brian M. Olitsky, D.M.D., P.A.

By:   
Brian M. Olitsky, President