

PO7000055542

(Requestor's Name)

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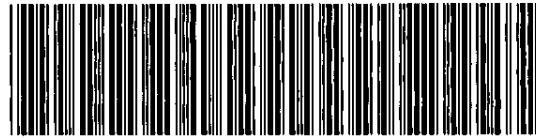
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 SEP 30 PM 4:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

CC

OCT 01 2008

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET

P.O. BOX 391 (ZIP 32302)

TALLAHASSEE, FLORIDA 32301

Walters Direct Line: (850) 425-5457

September 30, 2008

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Periodontal Associates of North Florida, P.A.**
Document Number P07000055542

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Merger with the Plan of Merger attached, by which Colon Periodontics, P.A. is merged into the above referenced corporation. Also enclosed is our check in the amount of:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of Status

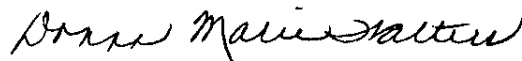
☒ \$78.75
Filing Fee (\$35 for
each corp) &
Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy &
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

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016813.10642

ARTICLES OF MERGER

Pursuant to Section 607.1105, Florida Statutes, **Colon Periodontics, P.A.**, a Florida professional service corporation (the **Merging Corporation**), and **Periodontal Associates of North Florida, P.A.**, a Florida professional service corporation (the **Surviving Corporation**), adopt the following Articles of Merger for the purposes of merging **Colon Periodontics, P.A.** into **Periodontal Associates of North Florida, P.A.**, the latter of which is to survive the merger.

1. The name and jurisdiction of the Surviving Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Periodontal Associates of North Florida, P.A.	Florida	P07000055542

2. The name and jurisdiction of the Merging Corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Colon Periodontics, P.A.	Florida	P08000086707

3. The attached Plan of Merger meets the requirements of Section 607.1105, F.S.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

5. The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on September 19, 2008; and shareholder approval was not required.

6. The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on September 19, 2008; and shareholder approval was not required.

Colon Periodontics, P.A.

By: _____

Walter E. Colon, II, DMD, MS
President

**Periodontal Associates of North
Florida, P.A.**

By: _____

Walter E. Colon, II, DMD, MS
President

FILED
08 SEP 30 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Non-subsidiaries)

The following PLAN OF MERGER (**Plan of Merger**), by and between **Colon Periodontics, P.A.**, a Florida corporation (the **Merging Corporation**), and **Periodontal Associates of North Florida, P.A.**, a Florida corporation (the **Surviving Corporation**), was adopted and approved by each party to the merger in accordance with Section 607.1101, Florida Statutes, and is being submitted in accordance with Section 607.1105, F.S.

1. The name and jurisdiction of the **Surviving** Corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Periodontal Associates of North Florida, P.A.	Florida

2. The name and jurisdiction of the **Merging** Corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Colon Periodontics, P.A.	Florida

3. Articles of Merger shall be filed with the Secretary of State of the State of Florida pursuant to Section 607.1105, F.S., and approval of this Plan of Merger by all of the Shareholders of each corporation that is a party to this merger as is authorized by Section 607.1103, F.S.

4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the **Effective Date**).

5. The separate existence and organization of Colon Periodontics, P.A. shall cease upon the Effective Date, and thereafter Periodontal Associates of North Florida, P.A. shall continue as the surviving party and shall be governed by the laws of the State of Florida.

6. The existence of Periodontal Associates of North Florida, P.A. with all its purposes, powers, and objects shall continue unaffected and unimpaired by the merger; and the surviving corporation, Periodontal Associates of North Florida, P.A., shall succeed to all the rights, privileges, immunities, franchises, property, debts, choses in action, liabilities, and obligations, of a public as well as of a private nature, of Colon Periodontics, P.A.

7. Upon the Effective Date, the shares of common stock of both corporations shall be cancelled; and new shares of Periodontal Associates of North Florida, P.A. shall be issued to the shareholders based upon the relative value of the shares each shareholder held in both corporations immediately prior to the Effective Date.

8. The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date.

9. The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the Effective Date.


10. The directors and officers of the Surviving Corporation on the Effective Date shall continue as directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed.

11. If, at any time after the Effective Date, the Directors of Periodontal Associates of North Florida, P.A. shall determine that any further deeds, bills of sale, assignments, or assurances of law or any other things are necessary or desirable to vest, perfect, or confirm, of record or otherwise, in Periodontal Associates of North Florida, P.A. the right, title, or interest in any property or rights of Colon Periodontics, P.A., acquired or to be acquired by reason of, as a result of, or in connection with the Merger, the Directors of Colon Periodontics, P.A., and Periodontal Associates of North Florida, P.A., shall execute and deliver all such proper deeds, bills of sale, assignments, and assurances of law and do any and all things necessary or proper to vest, perfect, or confirm the right, title, or interest in such property and rights in Periodontal Associates of North Florida, P.A. and otherwise carry out the purposes of this Plan of Merger.

12. This Agreement and the transactions contemplated herein may be terminated at any time prior to the Effective Date of the merger.

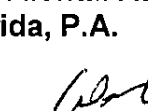
Colon Periodontics, P.A.

By: _____

 *President*
Walter E. Colon, II, DMD, MS
President

**Periodontal Associates of North
Florida, P.A.**

By: _____

 *President*
Walter E. Colon, II, DMD, MS
President