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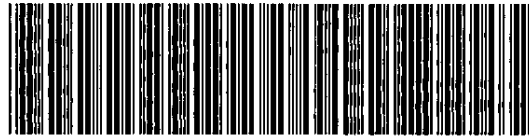
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10 AUG 31 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts SEP 02 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EXCEPTIONAL DENTISTRY OF THE VILLAGES, 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:

John Q. Adams II, CPA

Contact Person

Adams & Company, P.A.

Firm/Company

910 SW 1st Avenue, Ste. 201

Address

Ocala, FL 34471

City/State and Zip Code

paula@adamscompanypa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Q. Adams II, CPA

Name of Contact Person

At (352)

237-3200

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
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

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10 AUG 31 PM 4:3
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First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Exceptional Dentistry of The Villages, P.A.	Florida	P10000063525

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Spivey Modern Dentistry North, P.A.	Florida	P07000111252
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 3, 2010.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 3, 2010.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Exceptional Dentistry of The
Villages, P.A.



Robert L. Penrod, President

Spivey Modern Dentistry



Robert L. Penrod, President

North, PA.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Exceptional Dentistry of The Villages, P.A.

Florida

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Spivey Modern Dentistry North, PA

Florida

Third: The terms and conditions of the merger are as follows:

On the effective filing date of these Articles of Merger as processed by the State of Florida Div. of Corporations, Spivey Modern Dentistry North, P.A. shall be merged with and into Exceptional Dentistry of The Villages, P.A. Following the merger, the separate existence of the companies shall cease and Exceptional Dentistry of The Villages, P.A. shall continue as the surviving corporation and shall assume all rights and obligations of the merged companies.

On the effective filing date of these Articles of Merger as processed by the State of Florida Div. of Corporations, all assets and liabilities belonging to the merged companies shall become assets and liabilities of Exceptional Dentistry of The Villages, P.A. (see attached sheet for additional explanation)

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached sheet for additional explanation.

(Attach additional sheets if necessary)

Third: The terms and conditions of the merger are as follows (continued):

On the effective filing date of these Articles of Merger as processed by the State of Florida Div. of Corporations, all of the corporate stock of the merged companies shall be considered corporate stock of Exceptional Dentistry of The Villages, P.A. and the shareholders stock basis of the merged companies shall be considered stock basis of the shareholder of the surviving corporation, Exceptional Dentistry of The Villages, P.A.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See the attached Minutes of the Special Meetings of Spivey Modern Dentistry North, P.A. and Exceptional Dentistry of The Villages, P.A. On the filing effective date of these Articles of Merger as processed by the State of Florida Div. of Corporations, Spivey Modern Dentistry North, P.A. shall deliver or make available to Exceptional Dentistry of The Villages, P.A. the following:

1. All shares of authorized stock – issued or not issued
2. All documents and governmental reports concerning employees
3. All documents concerning leases of real property and equipment
4. All titles to tangible property
5. All other documents necessary to conduct business effectively and accurately.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A