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Account Name : KIRK PINKERTON, A PROFESSIONAL ASSOCIATION
Account Number : 071670002600
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GAETA DENTAL & ASSOCIATES, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$113.75

11

ARTICLES OF MERGER
Merger Sheet

MERGING:

GAETA DENTAL & ASSOCIATES OF VENICE, P.A., a Florida corporation,
document number P98000064056

GAETA DENTAL OF BONITA SPRINGS, P.A., a Florida corporation, document
number P00000083626

INTO

GAETA DENTAL & ASSOCIATES, P.A. which changed its name to

GAETA DENTAL HEALTH PROFESSIONALS, P.A., a Florida entity,
P93000040677

File date: November 1, 2002

Corporate Specialist: Karen Gibson

FAX AUDIT # H02-220736

ARTICLES OF MERGER
OF
GAETA DENTAL & ASSOCIATES OF VENICE, P.A.
AND
GAETA DENTAL OF BONITA SPRINGS, P.A.
INTO
GAETA DENTAL & ASSOCIATES, P.A.

FILED
NOV - 1 PM 1:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 Gaeta Dental & Associates of Venice, P.A., a Florida corporation, and Gaeta Dental of Bonita Springs, P.A., a Florida corporation ("Merged Corporations"), into Gaeta Dental & Associates, 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>
Gaeta Dental & Associates of Venice, P.A.	Florida
Gaeta Dental of Bonita Springs, P.A.	Florida
Gaeta Dental & Associates, P.A.	Florida

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

3. The name of the Surviving Corporation is Gaeta Dental & Associates, P.A., and it is to be governed by the laws of the State of Florida. The Articles of Incorporation of the Surviving Corporation are amended to change the name of the Surviving Corporation to Gaeta Dental Health Professionals, P.A.

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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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 20, 2002. The Plan was submitted to the Shareholders of Surviving Corporation. 100 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. 100 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 20, 2002. 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 Gaeta Dental & Associates of Venice, P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Gaeta Dental & Associates of Venice, P.A., on OCTOBER 20, 2002. The Plan was submitted to the Shareholders of Gaeta Dental & Associates of Venice, P.A. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in Gaeta Dental & Associates of Venice, P.A., were entitled to vote on the Plan. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in Gaeta Dental & Associates of Venice, P.A., voted to approve the Plan on OCTOBER 20, 2002. 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 Gaeta Dental of Bonita Springs, P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Gaeta Dental of Bonita Springs, P.A., on OCTOBER 20, 2002. The Plan was submitted to the Shareholders of Gaeta Dental of Bonita Springs, P.A. 1,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Gaeta Dental of Bonita Springs, P.A., were entitled to vote on the Plan. 1,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Gaeta Dental of Bonita Springs, P.A., voted to approve the Plan on OCTOBER 20, 2002. 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. This merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

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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:

GAETA DENTAL & ASSOCIATES, P.A., a Florida corporation


KOLLEEN GAETA, Secretary

By: 
JOSEPH A. GAETA, JR., D.D.S., President

MERGED CORPORATIONS:

GAETA DENTAL & ASSOCIATES OF VENICE, P.A., a Florida corporation


JOSEPH A. GAETA, JR., Secretary

By: 
JOSEPH A. GAETA, JR., D.D.S., President

GAETA DENTAL OF BONITA SPRINGS, P.A., a Florida corporation


JOSEPH A. GAETA, JR., D.D.S., Secretary

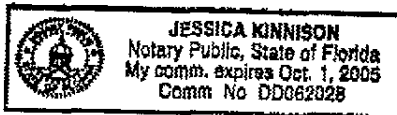
By: 
JOSEPH A. GAETA, JR., D.D.S., President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of October, 2002, by JOSEPH A. GAETA, JR., D.D.S., as President of Gaeta Dental & Associates, P.A. and Gaeta Dental & Associates of Venice, P.A.; and as President and Secretary of Gaeta Dental of Bonita Springs, P.A.; who N is personally known to me, or [] has

FAX AUDIT # H02-220736

produced identification on behalf of said corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.

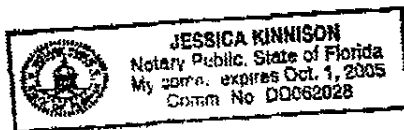


Jessica Kinnison
Signature of Notary Public

Jessica Kinnison
Print Name of Notary Public and Affix Seal
My Commission Expires: DD062028

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of October, 2002, by KOLLEEN GAETA, as Secretary of Gaeta Dental & Associates, 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 her free acts and deeds.



Jessica Kinnison
Signature of Notary Public

Jessica Kinnison
Print Name of Notary Public and Affix Seal
My Commission Expires: DD062028

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EXHIBIT A

FAX AUDIT # H02-220736

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 20th day of OCTOBER, 2002, by and between Gaeta Dental & Associates, P.A., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), Gaeta Dental & Associates of Venice, P.A., a Florida corporation, and Gaeta Dental of Bonita Springs, 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 9, 1993, with an authorized capital stock of 1,000 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding and owned 100% by Joseph A. Gaeta, Jr., D.D.S.;

WHEREAS, Gaeta Dental & Associates of Venice, P.A., one of Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed July 21, 1998, with an authorized capital stock of 5,000 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding and owned 100 % by Joseph A. Gaeta, Jr., D.D.S.;

WHEREAS, Gaeta Dental of Bonita Springs, P.A., one of Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed September 5, 2000, with an authorized capital stock of 1,000 shares of common stock, par value \$1.00 per share, of which 1,000 shares are issued and outstanding and owned 100% by Joseph A. Gaeta, Jr., D.D.S.;

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporations have each by resolution 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.

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

- (a) Gaeta Dental & Associates, P.A., a Florida corporation.
- (b) Gaeta Dental & Associates of Venice, P.A., a Florida corporation.
- (c) Gaeta Dental of Bonita Springs, P.A., a Florida corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be Gaeta Dental & Associates, 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 their 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 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 the shareholders in the Merged Corporations shall receive one (1) share of the stock of the Surviving Corporation for each one (1) share of stock in Merged Corporations owned prior to the merger.

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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. Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation, except that Article 1 of the Articles of Incorporation of the Surviving Corporation shall be revoked and the following inserted in lieu thereof:

"Article 1. Name. The name of the Corporation is:

GAETA DENTAL HEALTH PROFESSIONALS, P.A."

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

8. 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.

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:

GAETA DENTAL & ASSOCIATES, P.A., a Florida corporation


KOLLEEN GAETA, Secretary

By:


JOSEPH A. GAETA, JR., D.D.S., President

FAX AUDIT # H02-220736

MERGED CORPORATIONS:

GAETA DENTAL & ASSOCIATES OF VENICE,
P.A., a Florida corporation

JOSEPH A. GAETA, JR., Secretary

By: JOSEPH A. GAETA, JR., D.D.S., President

GAETA DENTAL OF BONITA SPRINGS, P.A., a
Florida corporation

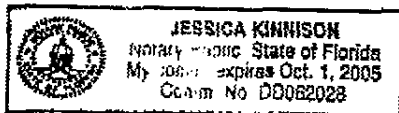
JOSEPH A. GAETA, JR., D.D.S., Secretary

By: JOSEPH A. GAETA, JR., D.D.S., President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of October, 2002, by Joseph A. Gaeta, Jr., D.D.S., as President of Gaeta Dental & Associates, P.A.; and Gaeta Dental & Associates of Venice, P.A.; and as President and Secretary of Gaeta Dental of Bonita Springs, P.A.; all Florida corporations, who [X] is personally known to me, or [] has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are his free acts and deeds.

Signature of Notary Public



Print Name of Notary Public and Affix Seal
My Commission Expires: 02 06 20

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20 day of October, 2002, by Kolleen Gaeta, as Secretary of Gaeta Dental & Associates, P.A., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, on

Nov-01-2002 - 10:38am

To-8502050380--46999999

From-KIRKPINKERTON LAW FIRM

T-273 P.010/010 F-017

FAX AUDIT # H02-220736

behalf of said corporation and who acknowledged before me that the execution thereof are her free acts and deeds.



Jessica Kinnison
Signature of Notary Public

Jessica Kinnison
Print Name of Notary Public and Affix Seal
My Commission Expires: 0062028

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