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Merger

Berger And meyers D.P.S. P.A.

1.) Meyer + Pass, D.D.S., P.A.

(CORPORATE NAME & DOCUMENT #)

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**SPECIAL INSTRUCTIONS**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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P95000023896

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BERGER & MEYER, D.D.S., P.A., a Florida corporation 602459

INTO

MEYER & PASS, D.D.S., P.A., a Florida corporation, P95000023896

File date: June 3, 1997

Corporate Specialist: Annette Hogan

**ARTICLES OF MERGER OF  
BERGER & MEYER, D.D. S., P.A.  
AND  
MEYER & PASS, D.D.S., P.A.**

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TALLAHASSEE, FLORIDA

**WE**, the undersigned, being respectively the President and Secretary of **BERGER & MEYER, D.D.S., P.A.** ("Berger and Meyer") and **MEYER & PASS, D.D.S., P.A.** ("Meyer & Pass") hereby certify:

1. The names of the constituent corporations are **BERGER & MEYER, D.D.S., P.A.**, a Florida corporation and **MEYER & PASS, D.D.S., P.A.**, a Florida corporation. Meyer & Pass is the surviving corporation in the merger and its name as the surviving corporation is **MEYER & PASS, D.D.S., P.A.**

2. On the effective date of the merger, the Articles of Incorporation of Meyer & Pass shall be the Articles of Incorporation of the surviving corporation until further amended as provided by law.

3. On the effective date of the merger, the By-Laws of Meyer & Pass shall be the By-Laws of the surviving corporation until the same shall be altered, amended or repealed, or until new By-Laws shall be adopted, in accordance with the provisions hereof.

4. The merger provided for herein shall become effective at the close of business on the date it is filed by the Secretary of State.

5. The plan of merger was adopted by the Directors and Stockholders of Berger & Meyer and Meyer & Pass at special joint meetings called to consider and vote upon the merger and held on March 31, 1997.

6. The Directors of Meyer & Pass, on the effective date of the merger, shall continue to be the Directors of the surviving corporation for the term for which they were elected and until

their successors are elected and qualified as provided by law and the By-Laws of the surviving corporation.

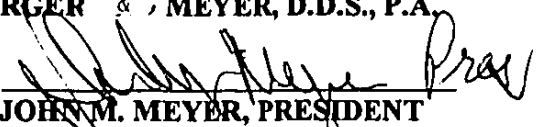
7. The Officers of Meyer & Pass, on the effective date of the merger, shall continue to be the Officers of the surviving corporation and shall hold office until their respective successors are chosen and qualified, as provided by law and the By-Laws of the surviving corporation.

8. Each share of common stock of Meyer & Pass, outstanding on the effective date of the merger, shall remain outstanding as one (1) share of common stock of the surviving corporation. On the effective date of the merger, all shares of Berger & Meyer shall be canceled and all rights in respect thereof shall cease.

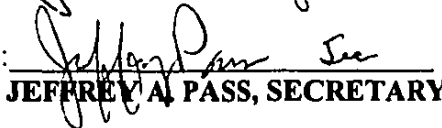
9. On the effective date of the merger, all of the property, rights, privileges, and franchises, of whatsoever nature and description of Berger & Meyer shall be transferred to, vested in and all property rights, privileges and franchises shall be the property of Meyer & Pass.

**IN WITNESS WHEREOF, BERGER & MEYER, D.D.S., P.A. and MEYER & PASS, D.D.S., P.A.**, pursuant to authority duly given by their respective Stockholders and Boards of Directors, have by their respective Presidents executed and by their respective Secretaries attested to these Articles of Merger.

**BERGER & MEYER, D.D.S., P.A.**

By: 

**JOHN M. MEYER, PRESIDENT**

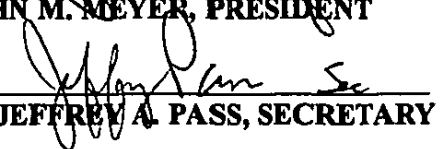
Attest: 

**JEFFREY A. PASS, SECRETARY**

MEYER & PASS, D.B.S., P.A.

By: 

JOHN M. MEYER, PRESIDENT

Attest: 

JEFFREY A. PASS, SECRETARY

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME PERSONALLY APPEARED JOHN M. MEYER, who is President of  
BERGER & MEYER, D.D.S., P.A. and MEYER & PASS, D.D.S., P.A. and JEFFREY  
A. PASS, who is Secretary of BERGER & MEYER, D.D.S., P.A. and MEYER & PASS,  
D.D.S., P.A., and they acknowledged before me that they executed the foregoing Articles of  
Merger and that they are personally known to me.

IN WITNESS WHEREOF, I have set my hand and seal this 30 day of April, 1997.

  
Notary Public, State of Florida  
at Large  
My Commission Expires:

OFFICIAL NOTARY SEAL  
JOSEPH L. SCHWARTZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC53348  
MY COMMISSION EXPIRES MAY 21, 2000

D:Articles.Mer