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MERGER OR SHARE EXCHANGE

FIRST COAST DENTAL CENTER, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

merger

5/3/99

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ARLINGTON EXPRESSWAY DENTAL CENTER, P.A., a Florida corporation,
P98000005755

INTO

FIRST COAST DENTAL CENTER, P.A., a Florida corporation, P95000030800.

File date: May 3, 1999

Corporate Specialist: Darlene Connell

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF MERGER
OF ARLINGTON EXPRESSWAY DENTAL CENTER, P.A.
WITH AND INTO FIRST COAST DENTAL CENTER, P.A.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, **ARLINGTON EXPRESSWAY DENTAL CENTER, P.A.**, a Florida professional corporation, and **FIRST COAST DENTAL CENTER, P.A.**, a Florida professional corporation, hereby submit the following Articles of Merger:

1. The names of the corporations that are parties to the merger are Arlington Expressway Dental Center, P.A. and First Coast Dental Center, P.A. First Coast Dental Center, P.A. is the surviving corporation.

2. A copy of the Plan of Merger between the parties hereto is attached to these Articles of Merger as Exhibit "A" and incorporated herein.

3. In accordance with the Plan of Merger, the effective date of the merger shall be May 1, 1999.

4. The Plan of Merger was duly approved by the Board of Directors of each of Arlington Expressway Dental Center, P.A. and First Coast Dental Center, P.A. by unanimous written consents dated April 30, 1999.

5. The Plan of Merger was duly approved by the shareholders of each of Arlington Expressway Dental Center, P.A. and First Coast Dental Center, P.A. by unanimous written consents dated April 30, 1999.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by duly authorized officers as of May 1, 1999.

**ARLINGTON EXPRESSWAY
DENTAL CENTER, P.A.**

FIRST COAST DENTAL CENTER, P.A.

By Michael R. Moore
Michael R. Moore, President

By Michael R. Moore
Michael R. Moore, President

268541.1

Prepared by: Michael J. Ivan, Florida Bar No. 0016144
Smith Hulsey & Busey
P. O. Box 53315
Jacksonville, FL 32201-3315
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EXHIBIT A

PLAN OF MERGER

This **PLAN OF MERGER** is dated April 30, 1999 between **ARLINGTON EXPRESSWAY DENTAL CENTER, P.A.** a Florida professional corporation, and **FIRST COAST DENTAL CENTER, P.A.**, a Florida professional corporation.

STIPULATIONS

A. Arlington Expressway Dental Center, P.A., is a professional corporation organized and existing under the laws of the State of Florida, with its principal office at 7505 Arlington Expressway, Jacksonville, Florida 32225, and has a capitalization of 1,000 authorized shares of \$.01 common stock, of which 100 shares are issued and outstanding.

B. First Coast Dental Center, P.A., is a professional corporation organized and existing under the laws of the State of Florida with its principal office at 5607 West University Boulevard, Jacksonville, Florida 32216, and has a capitalization of 1,000 authorized shares of \$.01 common stock, of which 100 shares are issued and outstanding.

C. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Arlington Expressway Dental Center, P.A. be merged with and into First Coast Dental Center, P.A. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** Arlington Expressway Dental Center, P.A. shall merge with and into First Coast Dental Center, P.A., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of Arlington Expressway Dental Center, P.A. shall cease, and First Coast Dental Center, P.A., as the surviving corporation, shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed, of Arlington Expressway Dental Center, P.A., without the necessity for any separate transfer. First Coast Dental Center, P.A., as the surviving corporation, shall then be responsible and liable for all liabilities and obligations of Arlington Expressway Dental Center, P.A. and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

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3. Conversion of Shares. The manner and basis of converting the shares of the absorbed Arlington Expressway Dental Center, P.A. into shares of the surviving First Coast Dental Center, P.A. is as follows:

(a) On the effective date of the merger, each outstanding share of stock of Arlington Expressway Dental Center, P.A. shall cease to be outstanding and canceled, and no payment shall be made nor consideration paid with respect thereto.

(b) Each issued and outstanding share of First Coast Dental Center, P.A. common stock shall remain issued and outstanding after the effective date of the merger, and the merger shall have no effect on any shares of First Coast Dental Center, P.A. common stock that are issued and outstanding.

4. Changes in Articles of Incorporation. The articles of incorporation of the surviving First Coast Dental Center, P.A. shall continue to be its articles of incorporation following the effective date of the merger.

5. Changes in Bylaws. The bylaws of the surviving First Coast Dental Center, P.A. shall continue to be its bylaws following the effective date of the merger.

6. Directors and Officers. The directors and officers of the surviving First Coast Dental Center, P.A. shall continue to be the directors and officers of the surviving First Coast Dental Center, P.A. for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified following the effective date of the merger.

7. Prohibited Transactions. None of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. Effective Date of Merger. The effective date of this merger shall be May 1, 1999.

9. Abandonment of Merger. This plan of merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporations at any time prior to the effective date of the merger.

10. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed in their respective names by their duly authorized officers on the 30 day of April, 1999.

FIRST COAST DENTAL CENTER, P.A.

ARLINGTON EXPRESSWAY DENTAL
CENTER, P.A.

By Michael R. Moore
Michael R. Moore
Its President

By Michael R. Moore
Michael R. Moore
Its President

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