

CORP DIRECT
103 N. MERIDIAN STREET,
TALLAHASSEE FL 32301
222-1173

P95000082192

NOISSUES TOBES
EFFECTIVE DATE
FILE

FILING COVER SHEET
ACCT. #FCA-14

File 3rd

CONTACT:

Cindy

DATE:

5-22-02

EFFECTIVE DATE

01/10/02

REF. #:

0177

CORP. NAME:

Newco Palm Dental Center Inc

FILED
RECEIVED
02 MAY 22 PM 5:10
02 MAY 22 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 502384 FOR \$ 665.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

100005598131-8
-05/23/02--01006--005
****665.00 ****665.00

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

*00789, 00721, 00524, 00672

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

NEWCO NAPLES CENTER FOR COSMETIC DENTISTRY, INC., a Fla corp. P02000023697
NEWCO DESIGN DISTRICT DENTAL CENTER, INC., a Fla corp. P02000023807
NEWCO PLANTATION DENTAL SERVICES, INC., a Fla corp. P02000023792
NEWCO PALM DENTAL CENTER, INC. a Fla corp. P02000023700
NEWCO FT. MYERS DENTAL SERVICES, INC., a Fla corp. P02000023701
NEWCO DENTAL ASSOCIATES OF KENDALL, D.D.S., INC., a Fla corp.
P02000023704
NEWCO LAKE DENTAL SERVICES, INC., a Fla corp. P02000023710
NEWCO DENTAL ASSOCIATES OF HOMESTEAD, INC., a Fla corp.
P02000023724
NEWCO ORLANDO DENTAL SERVICES, INC., a Fla corp. P02000023729
NEWCO FOUR TOWNS DENTAL SERVICES, INC., a Fla corp. P02000023749
NEWCO DENTAL CENTER AT BAPTIST, INC., a Fla corp. P02000023752
NEWCO CHILDREN'S DENTAL CENTER OF KENDALL, INC., a Fla corp.
P02000023757
NEWCO G & G DENTAL ASSOCIATES, INC., a Fla corp. P02000023788
NEWCO KINGS LAKE DENTAL SERVICES, INC., a Fla corp. P02000023783
NEWCO DENTAL CENTER AT BAPTIST MEDICAL PLAZA, INC., a Fla corp. P02000023778
NEWCO DENTAL ASSOCIATES OF CAPE CORAL, INC., a Fla corp. P02000023773
NEWCO MIAMI BEACH CENTER FOR DENTAL SPECIALTIES, INC., a Fla corp. P02000023766
NEWCO DENTAL CENTER AT FOREST HILLS, INC., a Fla corp. P02000023761

INTO

TOWNCARE DENTAL PARTNERSHIP, INC., a Florida entity, P95000082192.

File date: May 22, 2002 , effective June 1, 2002



PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 29, 2002

CorpDirect Agents, Inc.
103 N. Meridian St.
Lower Level
Tallahassee, FL 32301

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

Merger

SUBJECT: NEWCO DESIGN DISTRICT DENTAL CENTER, INC.
Ref. Number: P02000023807

We have received your document for NEWCO DESIGN DISTRICT DENTAL CENTER, INC. and your check(s) totaling \$665.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The date of adoption and date of signing can not be June 1 since that date is in the future. You may have an effective date of June 1.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 502A00034552

ARTICLES OF MERGER

EFFECTIVE DATE
6/1/02
FILED
MAY 22 2002
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), (i) NEWCO PALM DENTAL CENTER, INC., a Florida corporation; (ii) NEWCO ET. MYERS DENTAL SERVICES, INC., a Florida corporation; (iii) NEWCO DENTAL ASSOCIATES OF KENDALL, D.D.S., INC., a Florida corporation; (iv) NEWCO LAKE DENTAL SERVICES, INC., a Florida corporation; (v) NEWCO DENTAL ASSOCIATES OF HOMESTEAD, INC., a Florida corporation; (vi) NEWCO ORLANDO DENTAL SERVICES, INC., a Florida corporation; (vii) NEWCO FOUR TOWNS DENTAL SERVICES, INC., a Florida corporation; (viii) NEWCO DENTAL CENTER AT BAPTIST, INC., a Florida corporation; (ix) NEWCO CHILDREN'S DENTAL CENTER OF KENDALL, INC., a Florida corporation; (x) NEWCO DENTAL CENTER AT FOREST HILLS, INC., a Florida corporation; (xi) NEWCO MIAMI BEACH CENTER FOR DENTAL SPECIALTIES, INC., a Florida corporation; (xii) NEWCO DENTAL ASSOCIATES OF CAPE CORAL, INC., a Florida corporation; (xiii) NEWCO DENTAL CENTER AT BAPTIST MEDICAL PLAZA, INC., a Florida corporation; (xiv) NEWCO KINGS LAKE DENTAL SERVICES, INC., a Florida corporation; (xv) NEWCO G & G DENTAL ASSOCIATES, INC., a Florida corporation; (xvi) NEWCO PLANTATION DENTAL SERVICES, INC., a Florida corporation; (xvii) NEWCO DESIGN DISTRICT DENTAL CENTER, INC., a Florida corporation; and (xviii) NEWCO NAPLES CENTER FOR COSMETIC DENTISTRY, INC. (collectively, the "Disappearing Corporations"), and TOWNCARE DENTAL PARTNERSHIP, INC., a Florida corporation (the "Surviving Corporation") hereby adopt the following Articles of Merger:

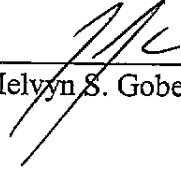
1. The Plan of Merger ("Plan of Merger"), attached hereto as Exhibit A and made a part hereof, was unanimously approved and adopted by all of the shareholders of each of the Disappearing Corporations and all of the shareholders of the Surviving Corporation on May 15, 2002, and sets forth the terms and conditions pursuant to which each of the Disappearing Corporations will be merged with and into the Surviving Corporation with the Surviving Corporation being the surviving entity by operation of such merger (the "Merger").

2. Pursuant to Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 8:00 A.M. on June 1, 2002 on the date of filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time").

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of this 16 day of May, 2002.

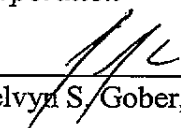
SURVIVING CORPORATION:

TOWNCARE DENTAL PARTNERSHIP, INC.,
a Florida corporation

By: 
Melvyn S. Gober, D.D.S., President

DISAPPEARING CORPORATIONS:

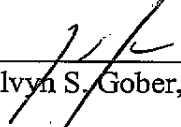
**NEWCO PALM DENTAL CENTER, INC., a
Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

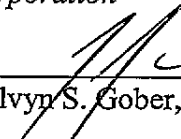
**NEWCO FT. MYERS DENTAL SERVICES,
INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

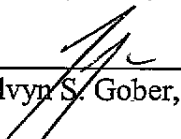
**NEWCO DENTAL ASSOCIATES OF
KENDALL, D.D.S., INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

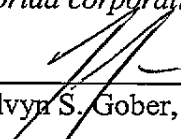
**NEWCO LAKE DENTAL SERVICES, INC., a
Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

**NEWCO DENTAL ASSOCIATES OF
HOMESTEAD, INC., a Florida corporation**

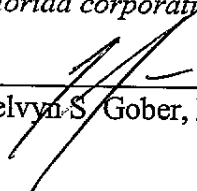
By: 
Melvyn S. Gober, D.D.S., President

**NEWCO ORLANDO DENTAL SERVICES,
INC., a Florida corporation**

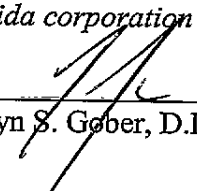
By: 
Melvyn S. Gober, D.D.S., President

[SIGNATURES CONTINUE ON NEXT PAGE]

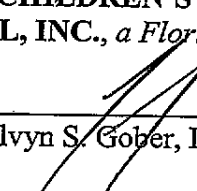
**NEWCO FOUR TOWNS DENTAL SERVICES,
INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

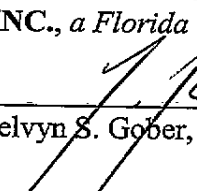
**NEWCO DENTAL CENTER AT BAPTIST,
INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

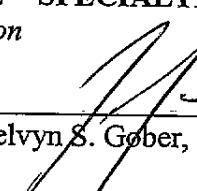
**NEWCO CHILDREN'S DENTAL CENTER OF
KENDALL, INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

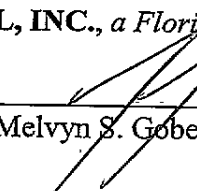
**NEWCO DENTAL CENTER AT FOREST
HILLS, INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

**NEWCO MIAMI BEACH CENTER FOR
DENTAL SPECIALTIES, INC. a Florida
corporation**

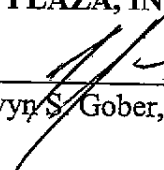
By: 
Melvyn S. Gober, D.D.S., President

**NEWCO DENTAL ASSOCIATES OF CAPE
CORAL, INC., a Florida corporation**

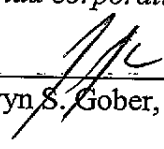
By: 
Melvyn S. Gober, D.D.S., President

[SIGNATURES CONTINUE ON NEXT PAGE]

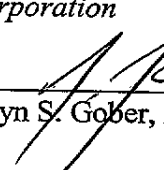
**NEWCO DENTAL CENTER AT BAPTIST
MEDICAL PLAZA, INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

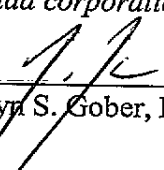
**NEWCO KINGS LAKE DENTAL SERVICES,
INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

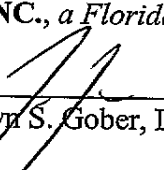
**NEWCO G & G DENTAL ASSOCIATES, INC.,
a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

**NEWCO PLANTATION DENTAL SERVICES,
INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

**NEWCO DESIGN DISTRICT DENTAL
CENTER, INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

**NEWCO NAPLES CENTER FOR COSMETIC
DENTISTRY, INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

EXHIBIT "A"

PLAN OF MERGER

In accordance with Section 607.1101 *et seq.* of the Florida Business Corporation Act (the "Act"), (i) NEWCO PALM DENTAL CENTER, INC., a Florida corporation; (ii) NEWCO FT. MYERS DENTAL SERVICES, INC., a Florida corporation; (iii) NEWCO DENTAL ASSOCIATES OF KENDALL, D.D.S., INC., a Florida corporation; (iv) NEWCO LAKE DENTAL SERVICES, INC., a Florida corporation; (v) NEWCO DENTAL ASSOCIATES OF HOMESTEAD, INC., a Florida corporation; (vi) NEWCO ORLANDO DENTAL SERVICES, INC., a Florida corporation; (vii) NEWCO FOUR TOWNS DENTAL SERVICES, INC., a Florida corporation; (viii) NEWCO DENTAL CENTER AT BAPTIST, INC., a Florida corporation; (ix) NEWCO CHILDREN'S DENTAL CENTER OF KENDALL, INC., a Florida corporation; (x) NEWCO DENTAL CENTER AT FOREST HILLS, INC., a Florida corporation; (xi) NEWCO MIAMI BEACH CENTER FOR DENTAL SPECIALTIES, INC., a Florida corporation; (xii) NEWCO DENTAL ASSOCIATES OF CAPE CORAL, INC., a Florida corporation; (xiii) NEWCO DENTAL CENTER AT BAPTIST MEDICAL PLAZA, INC., a Florida corporation; (xiv) NEWCO KINGS LAKE DENTAL SERVICES, INC., a Florida corporation; (xv) NEWCO G & G DENTAL ASSOCIATES, INC., a Florida corporation; (xvi) NEWCO PLANTATION DENTAL SERVICES, INC., a Florida corporation; (xvii) NEWCO DESIGN DISTRICT DENTAL CENTER, INC., a Florida corporation; and (xviii) NEWCO NAPLES CENTER FOR COSMETIC DENTISTRY, INC., a Florida corporation (collectively, the "Disappearing Corporations"), and TOWNCARE DENTAL PARTNERSHIP, INC., a Florida corporation (the "Surviving Corporation") hereby adopt the following Plan of Merger ("Plan").

1. Merger. In accordance with the provisions of the Act, the Disappearing Corporations shall be merged with and into the Surviving Corporation and the separate existence of the Disappearing Corporations shall thereupon cease, and the Surviving Corporation shall continue to exist under and be governed by the Act (the "Merger").

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time (as defined in the Articles of Merger) shall, without any changes, be the Articles of Incorporation of the Surviving Corporation until further amended as permitted by law.

3. Bylaws. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall, without any changes, be the Bylaws of the Surviving Corporation until further amended as permitted by law.

4. Directors and Officers. The directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation after the merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation.

5. Conversion of Shares. The manner and basis for converting the shares of capital stock of the Disappearing Corporations into shares of capital stock of the

Surviving Corporation are as follows: As of the Effective Time, each share of common stock of the Disappearing Corporations shall, by operation of the Merger, cease to represent an interest in the Disappearing Corporations, each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled, and as a result of such Merger, (i) all of the shareholders of the Disappearing Corporations immediately prior to the Effective Time of the Merger, and (ii) all of the shareholders of the Surviving Corporation immediately prior to the Effective Time of the Merger, shall have the right to receive the number of shares of the Surviving Corporation set forth opposite such shareholder's name on Exhibit A, attached hereto.

6. Effect of Merger. As of the Effective Time, the separate existence of each of the Disappearing Corporations shall cease, and the Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties of the Disappearing Corporation, as more particularly set forth in the Act.

7. Supplemental Action. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances of any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or of any of the Disappearing Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.

8. Amendments and Waivers. No amendment to any provision of this Plan shall be valid unless the same be in writing and signed by the parties hereto. No waiver by any party of any breach, default, or misrepresentation, whether intentional or not, shall be deemed to extend to any prior or subsequent breach, default, or misrepresentation, or affect in any way any rights arising by virtue of any prior or subsequent occurrence. All waivers must be in writing and signed by the waiving party to be effective.

9. Severability. Any term or provision of this Plan that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this 16 day of May, 2002, as evidence that they agree, accept and adopt this Plan of Merger.

SURVIVING CORPORATION:

TOWNCARE DENTAL PARTNERSHIP, INC.,
a Florida corporation

By: 
Melvyn S. Gober, D.D.S., President

DISAPPEARING CORPORATIONS:

NEWCO PALM DENTAL CENTER, INC., *a Florida corporation*

By: _____
Melvyn S. Gober, D.D.S., *President*

NEWCO FT. MYERS DENTAL SERVICES, INC., *a Florida corporation*

By: _____
Melvyn S. Gober, D.D.S., *President*

NEWCO DENTAL ASSOCIATES OF KENDALL, D.D.S., INC., *a Florida corporation*

By: _____
Melvyn S. Gober, D.D.S., *President*

NEWCO LAKE DENTAL SERVICES, INC., *a Florida corporation*

By: _____
Melvyn S. Gober, D.D.S., *President*

NEWCO DENTAL ASSOCIATES OF HOMESTEAD, INC., *a Florida corporation*

By: _____
Melvyn S. Gober, D.D.S., *President*

NEWCO ORLANDO DENTAL SERVICES, INC., *a Florida corporation*

By: _____
Melvyn S. Gober, D.D.S., *President*

[SIGNATURES CONTINUE ON NEXT PAGE]

**NEWCO FOUR TOWNS DENTAL SERVICES,
INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO DENTAL CENTER AT BAPTIST,
INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO CHILDREN'S DENTAL CENTER OF
KENDALL, INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO DENTAL CENTER AT FOREST
HILLS, INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO MIAMI BEACH CENTER FOR
DENTAL SPECIALTIES, INC. a Florida
corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO DENTAL ASSOCIATES OF CAPE
CORAL, INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

[SIGNATURES CONTINUE ON NEXT PAGE]

**NEWCO DENTAL CENTER AT BAPTIST
MEDICAL PLAZA, INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO KINGS LAKE DENTAL SERVICES,
INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO G & G DENTAL ASSOCIATES, INC.,
a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO PLANTATION DENTAL SERVICES,
INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO DESIGN DISTRICT DENTAL
CENTER, INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

**NEWCO NAPLES CENTER FOR COSMETIC
DENTISTRY, INC., a Florida corporation**

By: _____
Melvyn S. Gober, D.D.S., *President*

EXHIBIT A
MERGER CONSIDERATION

<u>Name of Shareholder</u>	<u># of Shares of Surviving Corporation</u>
Harry Berkowitz, D.D.S.	45,700 Class A Shares
Michael Bileca, C.P.A.	100,000 Class A Shares
Harvey Caplin, D.D.S.	82,200 Class A Shares
Leonard Garfinkel, D.D.S.	107,400 Class A Shares
Frank Gober, D.D.S.	10,700 Class A Shares
Melvyn Gober, D.D.S.	654,000 Class A Shares

PLAN OF MERGER

In accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act"), (i) NEWCO PALM DENTAL CENTER, INC., a Florida corporation; (ii) NEWCO FT. MYERS DENTAL SERVICES, INC., a Florida corporation; (iii) NEWCO DENTAL ASSOCIATES OF KENDALL, D.D.S., INC., a Florida corporation; (iv) NEWCO LAKE DENTAL SERVICES, INC., a Florida corporation; (v) NEWCO DENTAL ASSOCIATES OF HOMESTEAD, INC., a Florida corporation; (vi) NEWCO ORLANDO DENTAL SERVICES, INC., a Florida corporation; (vii) NEWCO FOUR TOWNS DENTAL SERVICES, INC., a Florida corporation; (viii) NEWCO DENTAL CENTER AT BAPTIST, INC., a Florida corporation; (ix) NEWCO CHILDREN'S DENTAL CENTER OF KENDALL, INC., a Florida corporation; (x) NEWCO DENTAL CENTER AT FOREST HILLS, INC., a Florida corporation; (xi) NEWCO MIAMI BEACH CENTER FOR DENTAL SPECIALTIES, INC., a Florida corporation; (xii) NEWCO DENTAL ASSOCIATES OF CAPE CORAL, INC., a Florida corporation; (xiii) NEWCO DENTAL CENTER AT BAPTIST MEDICAL PLAZA, INC., a Florida corporation; (xiv) NEWCO KINGS LAKE DENTAL SERVICES, INC., a Florida corporation; (xv) NEWCO G & G DENTAL ASSOCIATES, INC., a Florida corporation; (xvi) NEWCO PLANTATION DENTAL SERVICES, INC., a Florida corporation; (xvii) NEWCO DESIGN DISTRICT DENTAL CENTER, INC., a Florida corporation; and (xviii) NEWCO NAPLES CENTER FOR COSMETIC DENTISTRY, INC., a Florida corporation (collectively, the "Disappearing Corporations"), and TOWNCARE DENTAL PARTNERSHIP, INC., a Florida corporation (the "Surviving Corporation") hereby adopt the following Plan of Merger ("Plan").

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3. Bylaws. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall, without any changes, be the Bylaws of the Surviving Corporation until further amended as permitted by law.
4. Directors and Officers. The directors and officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation after the merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation.
5. Conversion of Shares. The manner and basis for converting the shares of capital stock of the Disappearing Corporations into shares of capital stock of the Surviving Corporation are as follows: As of the Effective Time, each share of common stock of the Disappearing Corporations shall, by operation of the Merger, cease to represent an interest in

the Disappearing Corporations, each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled, and as a result of such Merger, (i) all of the shareholders of the Disappearing Corporations immediately prior to the Effective Time of the Merger, and (ii) all of the shareholders of the Surviving Corporation immediately prior to the Effective Time of the Merger, shall have the right to receive the number of shares of the Surviving Corporation set forth opposite such shareholder's name on Exhibit A, attached hereto.

6. Effect of Merger. As of the Effective Time, the separate existence of each of the Disappearing Corporations shall cease, and the Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties of the Disappearing Corporation, as more particularly set forth in the Act.

7. Supplemental Action. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances of any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or of any of the Disappearing Corporations, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.

8. Amendments and Waivers. No amendment to any provision of this Plan shall be valid unless the same be in writing and signed by the parties hereto. No waiver by any party of any breach, default, or misrepresentation, whether intentional or not, shall be deemed to extend to any prior or subsequent breach, default, or misrepresentation, or affect in any way any rights arising by virtue of any prior or subsequent occurrence. All waivers must be in writing and signed by the waiving party to be effective.

9. Severability. Any term or provision of this Plan that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of this 16th day of May, 2002, as evidence that they agree, accept and adopt this Plan of Merger.

SURVIVING CORPORATION:

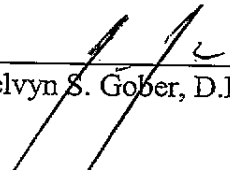
TOWNCARE DENTAL PARTNERSHIP, INC.,
a Florida corporation

By: _____

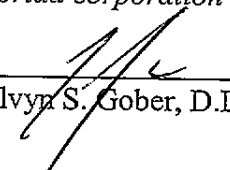
Melvyn S. Gober, D.D.S., President

DISAPPEARING CORPORATIONS:

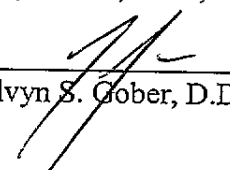
NEWCO PALM DENTAL CENTER, INC., *a Florida corporation*

By: 
Melvyn S. Gober, D.D.S., *President*

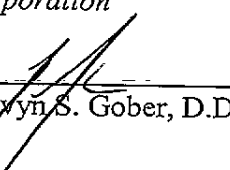
NEWCO FT. MYERS DENTAL SERVICES, INC., *a Florida corporation*

By: 
Melvyn S. Gober, D.D.S., *President*

NEWCO DENTAL ASSOCIATES OF KENDALL, D.D.S., INC., *a Florida corporation*

By: 
Melvyn S. Gober, D.D.S., *President*

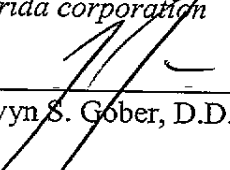
NEWCO LAKE DENTAL SERVICES, INC., *a Florida corporation*

By: 
Melvyn S. Gober, D.D.S., *President*

NEWCO DENTAL ASSOCIATES OF HOMESTEAD, INC., *a Florida corporation*

By: 
Melvyn S. Gober, D.D.S., *President*

NEWCO ORLANDO DENTAL SERVICES, INC., *a Florida corporation*

By: 
Melvyn S. Gober, D.D.S., *President*

[SIGNATURES CONTINUE ON NEXT PAGE]

**NEWCO FOUR TOWNS DENTAL SERVICES,
INC., a Florida corporation**

By: Melvyn S. Gober, D.D.S., President

**NEWCO DENTAL CENTER AT BAPTIST,
INC., a Florida corporation**

By: Melvyn S. Gober, D.D.S., President

**NEWCO CHILDREN'S DENTAL CENTER OF
KENDALL, INC., a Florida corporation**

By: Melvyn S. Gober, D.D.S., President

**NEWCO DENTAL CENTER AT FOREST
HILLS, INC., a Florida corporation**

By: Melvyn S. Gober, D.D.S., President

**NEWCO MIAMI BEACH CENTER FOR
DENTAL SPECIALTIES, INC. a Florida
corporation**

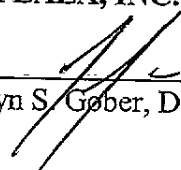
By: Melvyn S. Gober, D.D.S., President

**NEWCO DENTAL ASSOCIATES OF CAPE
CORAL, INC., a Florida corporation**

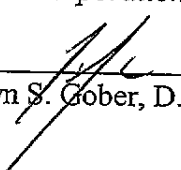
By: Melvyn S. Gober, D.D.S., President

[SIGNATURES CONTINUE ON NEXT PAGE]

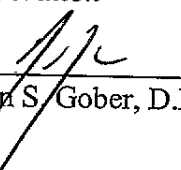
**NEWCO DENTAL CENTER AT BAPTIST
MEDICAL PLAZA, INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

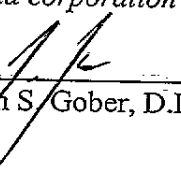
**NEWCO KINGS LAKE DENTAL SERVICES,
INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

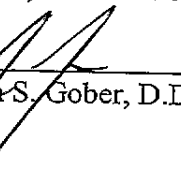
**NEWCO G & G DENTAL ASSOCIATES, INC.,
a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

**NEWCO PLANTATION DENTAL SERVICES,
INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

**NEWCO DESIGN DISTRICT DENTAL
CENTER, INC., a Florida corporation**

By: 
Melvyn S. Gober, D.D.S., President

**NEWCO NAPLES CENTER FOR COSMETIC
DENTISTRY, INC., a Florida corporation**

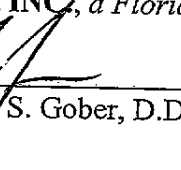
By: 
Melvyn S. Gober, D.D.S., President

EXHIBIT A
MERGER CONSIDERATION

<u>Name of Shareholder</u>	<u># of Shares of Surviving Corporation</u>
Harry Berkowitz, D.D.S.	45,700 Class A Shares
Michael Bileca, C.P.A.	100,000 Class A Shares
Harvey Caplin, D.D.S.	82,200 Class A Shares
Leonard Garfinkel, D.D.S.	107,400 Class A Shares
Frank Gober, D.D.S.	10,700 Class A Shares
Melvyn Gober, D.D.S.	654,000 Class A Shares