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M. Thomas FEB - 8 2008

Buchanan Ingersoll & Rooney PC
Attorneys & Government Relations Professionals

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blake.delaney@bipc.com

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401 E. Jackson Street, Suite 2500
Tampa, Florida 33602
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www.buchananingersoll.com

January 25, 2008

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: Articles of Merger of Platinum Dental Group, P.A., and Mark D. Huzyak, D.M.D., P.L.

Dear Sir or Madam:

I am enclosing an original of the Articles of Merger of Platinum Dental Group, P.A., and Mark D. Huzyak, D.M.D., P.L., as well as a check for \$70.00 to cover the filing fees. If you have any questions or would like to discuss this matter further, please contact me at (813) 222-8137. Thank you for your attention to this matter.

Sincerely,



Blake J. Delaney

Enclosures

cc: Mark D. Huzyak, D.M.D. (w/ encl.)
Charles Lamont, Esq. (w/ encl.)
R. Andrew Rock, Esq. (w/ encl.)

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**ARTICLES OF MERGER
OF PLATINUM DENTAL GROUP, P.A.,
AND MARK D. HUZYAK, D.M.D., P.L.**

Pursuant to the provisions of sections 607.1108, 607.1109, 608.438, and 621.13, Florida Statutes, governing the merger of a Florida for profit professional corporation and a Florida professional limited liability company, the companies hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the parties are **Mark D. Huzyak, D.M.D., P.L.** (Document Number L98000002961), a Florida professional limited liability company (the "Merging Company"), the existence of which will cease upon the effective date of the merger provided for herein, and **Platinum Dental Group, P.A.** (Document Number P96000086691), a Florida professional for profit corporation (the "Surviving Corporation"), which shall be the surviving corporation.

2. Attached hereto as **Exhibit A** and made a part hereof is the Plan of Merger for merging the Merging Company with and into the Surviving Corporation as approved by the Merging Company and the Surviving Corporation in accordance with their respective Articles and the applicable provisions of Florida law.

3. The Plan of Merger was duly approved by the Merging Company in accordance with the applicable provisions of Chapter 608, Florida Statutes, pursuant to the written consent attached hereto as **Exhibit B**, evidencing the approval of the Merging Company's sole manager and member of the Plan of Merger.

4. No action on the Plan of Merger by the Surviving Corporation is required in accordance with section 607.1103(7), Florida Statutes, and other applicable provisions of Chapter 607, Florida Statutes, because the articles of incorporation of the Surviving Corporation will not differ (except for amendments enumerated in section 607.1002) from its articles before the merger, and each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

5. The merger of the Merging Company with and into the Surviving Corporation shall be effective on the date on which these Articles are filed with the Florida Department of State, Division of Corporations (the "Effective Date").

6. On the Effective Date, the Surviving Corporation's name shall remain Platinum Dental Group, P.A.

MARK D. HUZYAK, D.M.D., P.L., a
Florida professional limited liability company

By: _____

Mark D. Huzyak, D.M.D.
Its Managing Member

PLATINUM DENTAL GROUP, P.A., a
Florida professional for profit corporation

By: _____

Mark D. Huzyak, D.M.D.
Its President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is dated as of the 20 day of January, 2008, by and between Mark D. Huzyak, D.M.D., P.L., a Florida professional limited liability company (the "Merging Company") and Platinum Dental Group, P.A., a Florida professional for profit corporation ("the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merging Company, whose principal place of business is 6068 South Apopka-Vineland Road, Suite 4, Orlando, FL 32819, was organized in the State of Florida on November 26, 1998, and is subject to the laws of Florida applicable to professional limited liability companies; and

WHEREAS, the Surviving Corporation, whose principal place of business is 9000 Easterling Drive, Orlando, FL 32819, was incorporated in the State of Florida on October 21, 1996, and is subject to the laws of Florida applicable to professional for profit corporations; and

WHEREAS, cross-entity mergers between professional corporations and professional limited liability companies are permitted pursuant to the provisions of sections 607.1108, 608.438, and 621.13, Florida Statutes; and

WHEREAS, the Merging Company and the Surviving Corporation deem it advisable and in their respective best interests that the Merging Company be merged with and into the Surviving Corporation (the "Merger"), pursuant to the applicable provisions of Florida

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the parties hereto, this Plan of Merger, the terms and conditions hereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby agreed upon as follows:

I. ADOPTION OF PLAN OF MERGER

- A. Governing Law. This Plan of Merger by and between the Merging Company and the Surviving Corporation is adopted pursuant to the provisions of sections 607.1108, 607.1109, 617.11101, 617.1103, 608.438, 608.4381, 608.4382, 608.4383, and 621.13, Florida Statutes
- B. Adoption by the Surviving Corporation. The Surviving Corporation has one stockholder, Mark D. Huzyak, D.M.D. Prior to the effective date of the Merger, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to obtaining any approvals required by the laws of the State of Florida, and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. However, because the articles of incorporation of the Surviving Corporation will not differ (except for amendments enumerated in section 607.1002) from its articles before the Merger, and because each shareholder of the Surviving Corporation whose shares were outstanding

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immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger, no action on the Plan of Merger by the Surviving Corporation is required in accordance with section 607.1103(7), Florida Statutes.

If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporation, the officers and directors of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

- C. Adoption by the Merging Company. The Merging Company has one manager, Mark D. Huzyak, D.M.D., and one member, Mark D. Huzyak, D.M.D. Prior to the effective date of the Merger, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to approval of this Plan of Merger pursuant to section 608.4381, Florida Statutes, obtaining any other approvals required by the laws of the State of Florida, and filing or causing to be filed and/or recorded any document or documents prescribed by such laws.

If at any time or times after the effective date of the Merger any further action is necessary or desirable to carry out the purposes of this Plan of Merger or to vest the Surviving Corporation with full title to all properties, assets, rights and approvals of the Merging Corporation, the officers and directors of the Surviving Corporation shall be authorized to and shall take all such necessary actions.

II. EFFECT OF MERGER

- A. Continuation of the Surviving Corporation. The Merging Company shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving entity to exist as a professional for profit corporation governed by the laws of the State of Florida.
- B. Cessation of the Merging Company. As of the effective time of the Merger, the separate existence of the Merging Company shall cease, the business of the Merging Company shall be conducted by the Surviving Corporation, and all the property, real, personal and mixed, of the Merging Company, and all debts due on whatever account to it, shall be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible for all the liabilities and obligations of the Merging Company. The principal office of the Merging Company immediately prior to the effective date of the Merger shall be the principal office of the Surviving Corporation from and after that date, unless otherwise determined by the Surviving Corporation's Board of Directors.
- C. Name of Surviving Corporation. At the effective date of the Merger and pursuant to this Plan of Merger, the corporate name of the Surviving Corporation shall be Platinum Dental Group, P.A.

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III. TERMS AND CONDITIONS OF MERGER

- A. Effective Date. The effective date of the Merger referenced in this Plan of Merger shall upon filing of the Articles of Merger with the Florida Department of State, Division of Corporations.
- B. Directors of Surviving Corporation. The existing Board of Directors of the Surviving Corporation shall continue to serve as the Board of Directors of the Surviving Corporation until the next annual meeting or until their successors have been duly elected and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.
- C. Officers of the Surviving Corporation. All persons who, as of the effective date of the Merger, are officers of the Surviving Corporation, shall remain as officers of the Surviving Corporation until the next annual meeting or until their successors have been duly appointed and qualified in accordance with the Articles and Bylaws of the Surviving Corporation.
- D. Authorizations. The President of the Surviving Corporation, the Manager of the Merging Company, and such corporate officers as they shall designate (collectively the "Authorized Officers") are duly authorized to execute this Plan of Merger and the Articles of Merger on behalf of said companies, respectively, and such Authorized Officers are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the Merger contemplated herein.

IV. GOVERNING DOCUMENTS

- A. Articles of Incorporation, Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of the Surviving Corporation, as existing on the effective date of this Plan of Merger, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended, or repealed, as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation or as provided by applicable law.
- B. Employer Identification Number. The Surviving Corporation shall exclusively use the federal employer identification number assigned to the Surviving Corporation, and the federal employer identification number previously assigned to the Merging Company shall cease to be used by either the Surviving Corporation or the Merging Company.

- V. OWNERSHIP OF THE SURVIVING CORPORATION. The Surviving Corporation has one stockholder, Mark D. Huzyak, D.M.D., who has approved the Merger and who shall continue to own the same number of shares, with identical designations, preferences, limitations, and relative rights, in the Surviving Corporation as immediately prior to the Merger. No new shares of stock shall be issued as a result of the Merger.

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TALLAHASSEE, FLORIDA

VI. INTERPRETATION AND ENFORCEMENT OF THIS PLAN OF MERGER

- A. Entire Plan of Merger. This Plan of Merger contains the entire Agreement and Plan of Merger between the parties with respect to the contemplated Merger. This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original but all of which shall constitute one instrument.
- B. Termination. This Plan of Merger may be terminated by the Board of Directors of the Surviving Corporation or by the Manager of the Merging Company at any time prior to the filing of the Articles of Merger, but only upon the approval of their respective stockholders/members.
- C. Headings. The headings contained in this Plan of Merger are intended solely for convenience of reference and shall be given no effect in the construction or interpretation of this Plan of Merger.
- D. Assignment. This Plan of Merger and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns. Neither this Plan of Merger nor any other rights, interests, or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other party.
- E. Modifications, Amendments and Waivers. At any time prior to the filing of the Articles of Merger, if authorized by the Board of the Surviving Corporation and the Manager of the Merging Company and approved by their respective stockholders/members, and to the extent permitted by law, the parties hereto may, by written agreement, modify, amend or supplement any term or provision of this Plan of Merger. Any written instrument or agreement referred to in this section shall be validly and sufficiently authorized for the purposes of this Plan of Merger if signed on behalf of each of the parties by a person authorized to sign this Plan of Merger.
- F. Governing Law. This Plan of Merger shall be governed by the laws of the State of Florida (regardless of the laws that might be applicable under principles of conflicts of law) as to all matters, including but not limited to matters of validity, construction.

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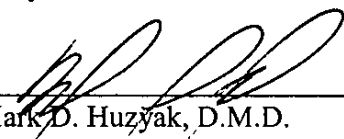
IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

THE MERGING COMPANY

ATTEST:

MARK D. HUZYAK, D.M.D., P.L. , a
Florida professional limited liability
company

By: _____


Mark D. Huzyak, D.M.D.
Its Sole Manager

THE SURVIVING CORPORATION

ATTEST:

PLATINUM DENTAL GROUP, P.A. a
Florida professional for profit corporation

By: _____


Mark D. Huzyak, D.M.D.
Its President

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EXHIBIT B

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**UNANIMOUS WRITTEN CONSENT
OF THE SOLE MANAGER AND MEMBER OF
MARK D. HUZYAK, D.M.D., P.L.**

Pursuant to section 608.4381, Florida Statutes, the undersigned, being the sole manager and member of Mark D. Huzyak, D.M.D., P.L., a Florida professional limited liability company (the "Company"), hereby takes the following actions by written consent.

1. The Company is hereby authorized to merge into and with Platinum Dental Group, P.A., pursuant to the terms of that certain Plan of Merger attached hereto as **Exhibit A**.


2. The Plan of Merger is approved.

3. All lawful prior actions of the undersigned for and on behalf of the Company are hereby ratified and confirmed.

4. The notification required by section 608.4381(3), Florida Statutes, relating to this Consent is hereby waived in accordance with sections 608.4381(3) and 608.455, Florida Statutes.

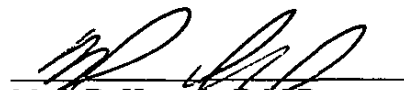
Dated as of January 20, 2008.

SOLE MANAGER OF MARK D. HUZYAK, D.M.D., P.L.



Mark D. Huzyak, D.M.D.

SOLE MEMBER OF MARK D. HUZYAK, D.M.D., P.L.



Mark D. Huzyak, D.M.D.

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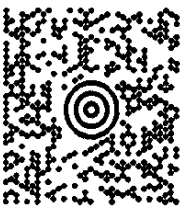

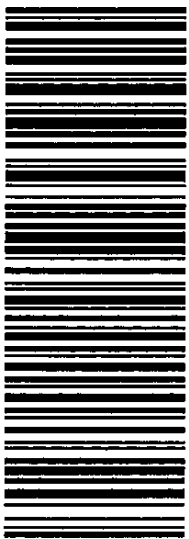

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