

Division of Corporations

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Dental Health Group, P.A.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$105.00

T. Brown 4-14-11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dental Health Group, P.A.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jeanne M. Moloney

Contact Person

Dykema Gossett PLLC

Firm/Company

39577 Woodward Avenue, Suite 300

Address

Bloomfield Hills, Michigan 48304

City/State and Zip Code

greg.nodland@greatexpressions.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeanne M. Moloney

Name of Contact Person

At (248)

203-0775

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Dental Health Group, P.A.</u>	<u>Florida</u>	<u>P97000003692</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Apple Dental Affiliates, P.A.</u>	<u>Florida</u>	<u>P98000046443</u>
<u>Great Expressions Dental Centers</u>	<u>Florida</u>	<u>P05000018467</u>
<u>of Florida, P.A.</u>		

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 10, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 10, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

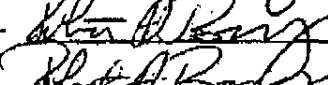
Typed or Printed Name of Individual & Title

Dental Health Group, P.A.



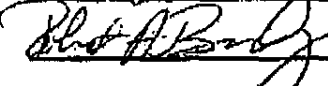
Robert A. Brody, D.M.D., President

Apple Dental Affiliates, P.A.



Robert A. Brody, D.M.D., President

Great Expressions Dental



Robert A. Brody, D.M.D., President

Centers of Florida, P.A.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Dental Health Group, P.A.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Apple Dental Affiliates, P.A.

Florida

Great Expressions Dental Centers of

Florida

Florida, P.A.

Third: The terms and conditions of the merger are as follows:

See attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:
See attached.

(Attach additional sheets if necessary)

Third: The terms and conditions of the merger are as follows:

(a) On the effective date of the Articles of Merger, the separate existence of Apple Dental Affiliates, P.A. and Great Expressions Dental Centers of Florida, P.A. shall cease. From and after the effective date, Dental Health Group, P.A. shall possess all rights, privileges, immunities and franchises to the extent consistent with its Articles of Incorporation. All the rights, privileges, powers and franchises of the merging corporations, of a public as well as of a private nature, and all property, real, personal and mixed of the merging corporations, and all debts due on whatever account to it, including all choses in action and all and every other interest of, or belonging to it shall be taken by and deemed to be transferred to and invested in Dental Health Group, P.A. with no further act or deed required. All the property, rights, privileges, immunities, franchises, both of a public and of a private nature, and all and every other interest of the merging corporations shall be thereafter the property of Dental Health Group, P.A. as they were of the merging corporations.

(b) The Articles of Incorporation of Dental Health Group, P.A., as effective immediately prior to the effective date, shall continue to be the Articles of Incorporation of Dental Health Group, P.A. after the Merger until duly amended in accordance with law. No changes to the Articles of Incorporation shall be effected by the Merger.

(c) The Bylaws of Dental Health Group, P.A., as effective immediately prior to the effective date, shall be the Bylaws of Dental Health Group, P.A. until duly amended in accordance with law. No change in the Bylaws shall be effected by the Merger.

(d) The persons who are directors and officers of Dental Health Group, P.A. shall continue to be the directors and officers of Dental Health Group, P.A. as of the effective date. Directors and officers of Dental Health Group, P.A. shall have the powers and duties set forth in the Bylaws.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The identity of the sole shareholder of each of the merging corporations and of Dental Health Group, P.A. is the same, and the merging corporations and Dental Health Group, P.A. desire to have the shareholder own the same number of shares of Dental Health Group, P.A. after the merger as the shareholder owned of Dental Health Group, P.A. prior to the effective date of the merger.

On the effective date of the merger, each issued and outstanding share of the common stock of the merging corporations shall be cancelled. After the effective date of the merger, the sole shareholder of the merging corporations shall surrender the certificates representing shares of the merging corporations' common stock to Dental Health Group, P.A. for cancellation. No cash, shares, securities or obligations will be distributed or issued upon cancellation of the shares of the merging corporations.