

P97000094409

(Requestor's Name)

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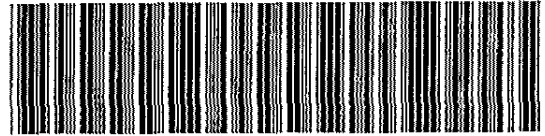
(Business Entity Name)

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FILED RECEIVED  
2004 DEC 13 PM 4:39 04 DEC 13 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF REORGANIZATION

*Meyer*

~~G. Chastain~~ DEC 14 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 077547 4304492

AUTHORIZATION :

COST LIMIT : \$ 70.00

*[Handwritten signature]*

ORDER DATE : December 10, 2004

ORDER TIME : 9:39 AM

ORDER NO. : 077547-010

CUSTOMER NO: 4304492

CUSTOMER: Ms. Phyllis Kaplan  
Piper Rudnick LLP  
Suite 1800  
203 North LaSalle Street  
Chicago, IL 60601-1293

ARTICLES OF MERGER

COMFORTABLE CARE DENTAL  
GROUP, INC.

INTO

HEARTLAND DENTAL DEVELOPMENT,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 13, 2004

CSC  
ATTN: JUSTIN  
TALLAHASSEE, FL

**RESUBMIT**

SUBJECT: COMFORTABLE CARE DENTAL GROUP, INC.  
Ref. Number: P97000094409

We have received your document for COMFORTABLE CARE DENTAL GROUP, INC. and the authorization to debit your account in the amount of \$70. However, the document has not been filed and is being returned for the following:

Where is your Exhibit "A", Plan of Merger? We must have this before your document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 504A00069334

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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2004 DEC 13 PM 4:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
COMFORTABLE CARE DENTAL GROUP, INC.  
INTO  
HEARTLAND DENTAL DEVELOPMENT, INC.

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations adopt the following Articles of Merger for the purpose of merging Comfortable Care Dental Group, Inc., a Florida corporation ("Merged Corporation"), into Heartland Dental Development, Inc., an Illinois corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Comfortable Care Dental Group, Inc.	Florida
Heartland Dental Development, Inc.	Illinois

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Corporation is Heartland Dental Development, Inc., and it is to be governed by the laws of the State of Illinois.

4. The Plan of Merger and Reorganization is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on September 1, 2004. No shareholder vote is required. All such voting was conducted in accordance with the Illinois Business Corporation Act.

6. The President and Secretary of the Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of the Merged Corporation on September 1, 2004. The Plan was submitted to the Shareholders of Merged Corporation. Seven Thousand Five Hundred (7,500) shares of the common stock, representing all of the issued and outstanding shares of stock in Merged Corporation, were entitled to vote on the Plan. Seven Thousand Five Hundred (7,500) shares of the common stock, representing all of the issued and outstanding shares of stock in Merged Corporation, voted to approve the Plan on September 1, 2004. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

7. This merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of each of the Merged Corporations.

Attest:

SURVIVING CORPORATION:

HEARTLAND DENTAL DEVELOPMENT, INC.,  
an Illinois corporation

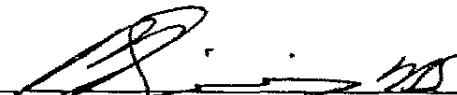
By:   
JEFF STASER, Secretary

By:   
RICHARD E. WORKMAN, D.M.D., President

MERGED CORPORATION:

COMFORTABLE CARE DENTAL GROUP, INC., a  
Florida corporation

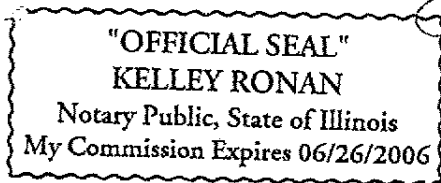
  
ALESSANDRO A. GIANNINI, D.D.S.,  
Secretary

By:   
ALESSANDRO A. GIANNINI, D.D.S., President

Prepared by: David M. Silberstein, Esq.  
Kirk Pinkerton  
720 South Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2481  
Atty Bar#436879

STATE OF ILLINOIS  
COUNTY OF EFFINGHAM

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of November, 2004, by RICHARD E. WORKMAN, D.M.D., as President of Heartland Dental Development, Inc., an Illinois corporation, who personally appeared before me and acknowledged that the execution thereof are his free acts and deeds.



Kelley Ronan  
Signature of Notary Public

Kelley Ronan  
Print Name of Notary Public and Affix Seal  
My Commission Expires: 06/26/2006

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5 day of November 2004, by ALESSANDRO A. GIANNINI, D.D.S., as President and Secretary of Comfortable Care Dental Group, Inc., a Florida corporation, who personally appeared before me and acknowledged that the execution thereof are his free acts and deeds.



\_\_\_\_\_  
Signature of Notary Public



David M Silberstein  
My Commission DD092891  
Expires April 10, 2006

\_\_\_\_\_  
Print Name of Notary Public and Affix Seal  
My Commission Expires: \_\_\_\_\_

## PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 13<sup>th</sup> day of December, 2004, by and between Heartland Dental Development, Inc., an Illinois corporation (hereinafter sometimes called the "Surviving Corporation"), and Comfortable Care Dental Group, Inc., a Florida corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

### WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Illinois, having its Articles of Incorporation filed and effective on November 4, 2003, as amended, with an authorized capital stock of Ten Million (10,000,000) shares of common stock, par value \$.01 per share, of which Five Million Three Hundred Five Thousand Four Hundred and Four (5,305,404) shares are issued and outstanding.

WHEREAS, the Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed November 3, 1997, with an authorized capital stock of Seven Thousand Five Hundred (7,500) shares of common stock, par value \$1.00 per share, all of which are issued and outstanding.

WHEREAS, the Board of Directors of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporation have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Illinois shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- (a) Comfortable Care Dental Group, Inc., a Florida corporation.
- (b) Heartland Dental Development, Inc., an Illinois corporation.



2. Name of Surviving Corporation. The Surviving Corporation shall be Heartland Dental Development, Inc., an Illinois corporation.

3. Terms and Conditions. Upon the merger becoming effective:

(a) The separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Illinois.

(b) The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

(c) Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, all shares of Merged Corporation shall be deemed canceled, and One Hundred Twenty-One Thousand Two Hundred Fifty (121,250) shares of stock in Surviving Corporation shall be issued to each of Alessandro A. Giannini and George N. Strickland.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time the merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

Attest:

SURVIVING CORPORATION:

HEARTLAND DENTAL DEVELOPMENT, INC.,  
an Illinois corporation

  
JEFF STASER, Secretary

By:   
RICHARD WORKMAN, D.M.D., President

MERGED CORPORATION:

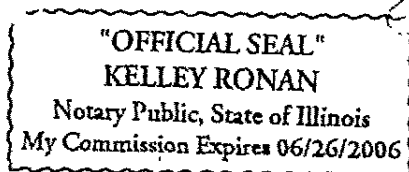
COMFORTABLE CARE DENTAL GROUP, INC., a  
Florida corporation

  
ALESSANDRO A. GIANNINI, D.D.S.,  
Secretary

By:   
ALESSANDRO A. GIANNINI, D.D.S., President

STATE OF ILLINOIS  
COUNTY OF EFFINGHAM

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of November, 2004, by RICHARD E. WORKMAN, D.M.D., as President of Heartland Dental Development, Inc., an Illinois corporation, who personally appeared before me and acknowledged that the execution thereof are his free acts and deeds.



Kelley Ronan  
Signature of Notary Public


Kelley Ronan  
Print Name of Notary Public and Affix Seal  
My Commission Expires: 06/26/2006

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5 day of November, 2004, by ALESSANDRO A. GIANNINI, D.D.S., as President and Secretary of Comfortable Care Dental Group, Inc., a Florida corporation, who personally appeared before me and acknowledged that the execution thereof are his free acts and deeds.



David M Silberstein  
My Commission DD092891  
Expires April 10, 2006

  
\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
Print Name of Notary Public and Affix Seal  
My Commission Expires: \_\_\_\_\_