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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Phillip B. Apple DDS Merger  
File 2nd

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

Don  
6/26/98

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

PHILLIP B. APPLE, D.D.S., INC., a Florida corporation 638270

INTO

DENCOR MANAGEMENT SERVICES, INC., a Florida corporation,  
P98000000081.

File date: June 26, 1998

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER  
OF  
PHILLIP B. APPLE, D.D.S., INC.,  
a Florida corporation  
and  
DENCOR MANAGEMENT SERVICES, INC.,  
a Florida corporation

98 FILED  
JUN 26 PM 4:01  
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TALLAHASSEE, FLORIDA

The undersigned corporations, in accordance with the Florida Business Corporation Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Corporations. The names of the constituent corporations that are parties to the Merger and these Articles of Merger are DENCOR MANAGEMENT SERVICES, INC., a Florida corporation, (the "Surviving Corporation") and PHILLIP B. APPLE, D.D.S., INC., a Florida corporation, (the "Merged Corporation").

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is DENCOR MANAGEMENT SERVICES, INC., a Florida corporation, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger").

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the shareholders and the members of the Board of Directors of both the Surviving Corporation and the Merged Corporation by unanimous written action of even date herewith as required by the laws of the State of Florida and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 24th day of June, 1998.

DENCOR MANAGEMENT SERVICES, INC.,  
a Florida corporation

By:   
Philip J. Powell, President

PHILLIP B. APPLE, D.D.S., INC.,  
a Florida corporation

By:   
Phillip B. Apple, President

## PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into this 24th day of June, 1998, to be effective for tax and accounting purposes as of June 15, 1998 by and between DENCOR MANAGEMENT SERVICES, INC., a Florida corporation (the "Surviving Corporation") and PHILLIP B. APPLE, D.D.S., INC., a Florida corporation (the "Merged Corporation").

### Recitals

A. The Surviving Corporation and the Merged Corporation desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying such asset acquisition as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Section 607.1101, of the Florida Business Corporation Act.

B. The Surviving Corporation desires to merge and combine with the Merged Corporation in order to expand its business and further its corporate purpose.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and Reorganization:

1. Plan of Merger. On the Effective Date of the Merger specified herein, PHILLIP B. APPLE, D.D.S., INC., a Florida corporation, shall merge with and into DENCOR MANAGEMENT SERVICES, INC., a Florida corporation, in accordance with the Merger laws of the State of Florida. DENCOR MANAGEMENT SERVICES, INC., a Florida corporation, shall continue to exist under the laws of the State of Florida as the surviving corporation (the "Surviving Corporation") and the separate existence of PHILLIP B. APPLE, D.D.S., INC., (the "Merged Corporation") shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation will not differ from its Articles of Incorporation before the Merger and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws.

4. Effective Date of the Merger. The date the Merger shall

become effective (the "Effective Date") shall be the date the Articles of Merger have been duly filed with the Florida Department of State; provided, that for tax and accounting purposes the effective time of the merger shall be June 15, 1998. Each of the parties hereto agree that they shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate this Merger. The Articles of Merger shall be in the form attached to this Plan of Merger.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Business Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such corporation; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all 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 such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

6. Exchange of Shares. On the Effective Date of the Merger, the shares of the capital stock of the Merged Corporation shall be converted into shares of the capital stock of the Surviving Corporation as follows:

Each of the 1,000 outstanding shares of the Merged Corporation shall be converted into 29.33 shares of the common stock of the Surviving Corporation, subject to a stock valuation adjustment, and \$220.00 payable by delivery of a promissory note of the Surviving Corporation.

Upon surrender of certificates representing the shares of the capital stock of the Merged Corporation, each shareholder of the Merged Corporation shall be entitled to receive in exchange certificates representing shares of the capital stock of the Surviving Corporation in accordance with the foregoing provisions of this Section, and such shares

of the capital stock of the Surviving Corporation shall be issued as fully paid and nonassessable.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.


10. Amendment/Abandonment of Plan. The Shareholders of the Merged Corporation and the Surviving Corporation have authorized the Board of Directors of each Corporation to amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State, without further action of the Shareholders.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

DENCOR MANAGEMENT SERVICES, INC.,  
a Florida corporation

By:   
Philip J. Powell, President

PHILLIP B. APPLE, D.D.S., INC.,  
a Florida corporation

By:   
Phillip B. Apple, President