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MERGER OR SHARE EXCHANGE

SCRAMBLE GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

Merger
KCP
4/30/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE DENTAL GALLERY PROSTHETICS LABORATORY, INC., a Florida
corporation, document number P97000070052

INTO

SCRAMBLE GROUP, INC., a Florida entity, P98000045801

File date: April 30, 2001

Corporate Specialist: Karen Gibson

FAX AUDIT # H01-56788

ARTICLES OF MERGER
OF
THE DENTAL GALLERY PROSTHETICS LABORATORY, INC.
INTO
SCRAMBLE GROUP, INC.

FILED
01 APR 30 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 The Dental Gallery Prosthetics Laboratory, Inc., a Florida corporation ("Merged Corporation"), into Scramble Group, Inc., a Florida corporation ("Surviving Corporation"):

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

Name of CorporationState of Incorporation

The Dental Gallery Prosthetics Laboratory, Inc.
Scramble Group, Inc.

Florida
Florida

2. The laws of the State of Florida permit this Merger.
3. The name of the Surviving Corporation is Scramble Group, Inc., and it is to be governed by the laws of the State of Florida.
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 April 30, 2001. The Plan was submitted to the Shareholders of Surviving Corporation. 3,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, were entitled to vote on the Plan. 3,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Surviving Corporation, voted to approve the Plan on April 30, 2001. 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.

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Merged Corporation on April 30, 2001. The Plan was submitted to the Shareholders of Merged Corporation. 2,000 shares of the common stock, representing all of the issued and outstanding shares of stock in the Merged Corporation, were entitled to vote on the Plan. 2,000 shares of the

Prepared by: David M. Silberstein
Kirk Pinkerton
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Sarasota, FL 34236
(941) 364-2481
Atty. Bar #0436879

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common stock, representing all of the issued and outstanding shares of stock in Merged Corporation, voted to approve the Plan on April 30, 2001. 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 Merged Corporation.

Attest:

SURVIVING CORPORATION:

SCRAMBLE GROUP, INC., a Florida corporation

Francis B. Hoskinson
FRANCIS B. HOSKINSON, Secretary

Francis B. Hoskinson
FRANCIS B. HOSKINSON, President

MERGED CORPORATION:

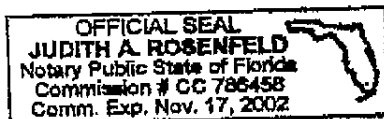
THE DENTAL GALLERY PROSTHETICS
LABORATORY, INC., a Florida corporation

Sundra Munoz
SUNDRA MUNOZ, Secretary

Neftaly Munoz
NEFTALY MUNOZ, President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30 day of April, 2001, by FRANCIS B. HOSKINSON, as President and Secretary of Scramble Group, Inc., a Florida corporation, who [☒] is personally known to me, or [☐] has produced identification on behalf of said corporation and who acknowledged before me that the execution thereof are his free acts and deeds.



Judith A. Rosenfeld
Signature of Notary Public

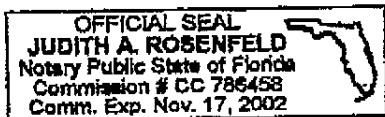
Judith A. Rosenfeld
Print Name of Notary Public and Affix Seal
My Commission Expires: _____

FAX AUDIT # H01-56788

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30 day of April, 2001, by NEFTALI MUNOZ, as President of The Dental Gallery Prosthetics Laboratory, Inc., a Florida corporation, who [] is personally known to me, or ~~X~~ has produced identification on behalf of said corporation and who acknowledged before me that the execution thereof are his free acts and deeds.



Judith A. Rosenfeld
Signature of Notary Public

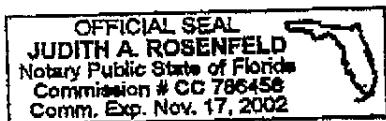
Judith A. Rosenfeld

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

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30 day of April, 2001, by Sundra Munoz, as Secretary of The Dental Gallery Prosthetics Laboratory, Inc., a Florida corporation, who [] is personally known to me, or ~~X~~ has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are her free acts and deeds.



Judith A. Rosenfeld
Signature of Notary Public

Judith A. Rosenfeld

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

EXHIBIT A

FAX AUDIT # H01-56788

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 30 day of April, 2001, by and between Scramble Group, Inc., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and The Dental Gallery Prosthetics Laboratory, 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 Florida, having its Articles of Incorporation filed and effective on May 18, 1998, with an authorized capital stock of 10,000 shares of common stock, par value \$1.00 per share, of which 3,000 shares are issued and outstanding and owned 33.33% by Alessandro A. Giannini, D.D.S.; 33.33% by George N. Strickland, D.D.S.; and 33.33% by Francis B. Hoskinson.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed August 12, 1997, with an authorized capital stock of 5,000 shares of common stock, par value \$1.00 per share, of which 2,000 shares are issued and outstanding and owned 50% by Neftali Munoz and 50% by Sandra Munoz.

WHEREAS, the Board of Directors and Shareholders 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 Florida 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) Scramble Group, Inc., a Florida corporation.
- (b) The Dental Gallery Prosthetics Laboratory, Inc., a Florida corporation.

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2. Name of Surviving Corporation. The Surviving Corporation shall be Scramble Group, Inc., a Florida 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 Florida.

(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 the shareholders in the Merged Corporation shall receive one (1) share of the stock of the Surviving Corporation for each 1.00 share of stock in Merged Corporation owned prior to the merger.

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

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8. 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:

SCRAMBLE GROUP, INC., a Florida corporation

By: Francis B. Hoskinson

FRANCIS B. HOSKINSON, President

Francis B. Hoskinson
FRANCIS B. HOSKINSON, Secretary

MERGED CORPORATION:

THE DENTAL GALLERY PROSTHETICS
LABORATORY, INC., a Florida corporationBy: Neftali Munoz

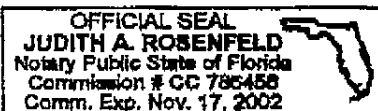
NEFTALI MUNOZ, President

Sundra Munoz
SUNDRA MUNOZ, SecretarySTATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30 day of April, 2001, by Francis B. Hoskinson, as President and Secretary of Scramble Group, Inc., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are his free acts and deeds.

Judith A. Rosenfeld
Signature of Notary Public

Judith A. Rosenfeld

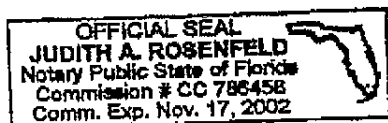
Print Name of Notary Public and Affix Seal
My Commission Expires: _____

FAX AUDIT # H01-56788

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30 day of April, 2001, by Neftali Munoz, as President of The Dental Gallery Prosthetics Laboratory, Inc., a Florida corporation, who [] is personally known to me, or ☒ has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are his free acts and deeds.



Judith A. Rosenfeld
Signature of Notary Public

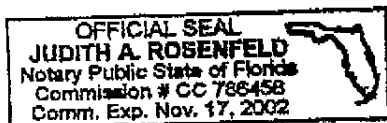
Judith A. Rosenfeld

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

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 30 day of April, 2001, by Sundra Munoz, as Secretary of The Dental Gallery Prosthetics Laboratory, Inc., a Florida corporation, who [] is personally known to me, or ☒ has produced identification, on behalf of said corporation and who acknowledged before me that the execution thereof are her free acts and deeds.



Judith A. Rosenfeld
Signature of Notary Public

Judith A. Rosenfeld

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