

P98000072131

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April 8, 2002

Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100005222591--8
-04/09/02--01050--005
*****78.75 *****70.00
100005222591--8
-04/09/02--01050--005
*****78.75 *****78.75

Re: Articles of Merger between Alberto Mantovani, D.D.S., P.A. and
Maria Escoto, D.D.S., P.A.

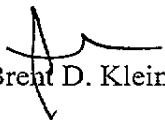
Gentlemen:

Enclosed are two (2) copies of Articles of Merger between Alberto Mantovani, D.D.S., P.A.,
and Maria Escoto, D.D.S., P.A., along with our check in the amount of \$78.75.

Please return a certified copy of the Articles of Merger to the undersigned in the enclosed
Federal Express envelope.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

FILED
02 APR -9 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BDK:ic
Enclosures

Effective
4-30-02

Merger re
T. Lewis 4/16/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALBERTO MANTOVANI D.D.S. P.A., a Florida entity, P97000003233.

INTO

MARIA ESCOTO, D.D.S., P.A. which changed its name to

ESCOTO AND MANTOVANI, D.D.S., P.A., a Florida entity, P98000072131

File date: April 9, 2002, effective April 30, 2002

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

FILED
02 APR -9 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging Alberto Mantovani, D.D.S., P.A., a corporation organized and existing under the laws of the State of Florida, into Maria Escoto, D.D.S., P.A., a corporation organized and existing under the laws of the State of Florida, as the surviving corporation:

1. The Board of Directors of Alberto Mantovani, D.D.S., P.A., the shareholders of Alberto Mantovani, D.D.S., P.A., the Board of Directors of Maria Escoto, D.D.S., P.A. and the shareholders of Maria Escoto, D.D.S., P.A. approved and adopted the following Plan of Merger on the 1st day of April, 2002, in the manner prescribed by the Florida Business Corporation Act:

PLAN OF MERGER

1. Parties to Merger. The parties to the merger are Alberto Mantovani, D.D.S., P.A., a Florida corporation, and Maria Escoto, D.D.S., P.A., a Florida corporation.

2. Merger. Alberto Mantovani, D.D.S., P.A. shall be merged into Maria Escoto, D.D.S., P.A. ("Surviving Corporation") as of 12:00 midnight on April 30, 2002 ("Effective Date").

3. Name of Surviving Corporation. The name of the Surviving Corporation shall be Escoto and Mantovani, D.D.S., P.A.

4. Effect of Merger. On the Effective Date of the merger, the separate existence of Alberto Mantovani, D.D.S., P.A. shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever

nature and description shall be transferred to, vest in, and devolve upon the Surviving Corporation, subject to the liabilities and obligations of Alberto Mantovani, D.D.S., P.A., which liabilities and obligations the Surviving Corporation shall assume, without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Corporation to evidence such transfer, vesting or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Alberto Mantovani, D.D.S., P.A., by the last acting officers thereof, or by the corresponding officers of the Surviving Corporation.

5. Exchange of Stock. On the Effective Date of the merger, each share of common stock of Alberto Mantovani, D.D.S., P.A. issued and outstanding prior to the merger shall be converted and exchanged for one share of the common stock of the Surviving Corporation.

6. Attributes of Surviving Corporation.

(a) The Articles of Incorporation of Maria Escoto, D.D.S., P.A., shall be amended and restated as follows:

"AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

ESCOTO AND MANTOVANI, D.D.S., P.A.

Pursuant to the provisions of Chapters 607 and 621 of the Florida Statutes, the following Amended and Restated Articles of Incorporation are adopted:

ARTICLE I

Name

The name of the corporation is ESCOTO AND MANTOVANI, D.D.S., P.A. and its address is 2895 Collins Aveue, Miami Beach, Florida 33140.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The general purpose for which the corporation is organized is to engage in every aspect of the practice of dentistry. The professional services involved in the corporation's practice of dentistry may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice dentistry in the State of Florida.

The corporation shall not engage in any business other than the practice of dentistry. However, the corporation may invest its funds in real estate, mortgages, stocks, bonds and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 5000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one (1).

ARTICLE VI

Shareholders

A. The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are dentists duly authorized and licensed to practice dentistry in the State of Florida. In the event that a shareholder:

(i) becomes disqualified to practice dentistry in this State; or

(ii) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge, or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles or the by-laws of this corporation; or

(iii) suffers an execution to be levied upon his stock, or such stock is subjected to sale or other process, the effect of which is to vest any legal or

equitable interest in such stock in some person ineligible by law or by virtue of these Articles to be a shareholder in this corporation,

then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this corporation and the shareholder or the other person in possession of such stock shall be entitled only to receive payment for the value of such stock which, in the absence of a by-law provision or written agreement among its shareholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The shareholder whose stock so becomes forfeited and cancelled by the corporation shall forthwith cease to be a shareholder and shall accept payment for his stock in accordance with the foregoing, and after payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and thereafter have no further financial interest of any kind in the corporation.

B. No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then a dentist duly authorized and licensed to practice dentistry in the State of Florida. No shareholder of this corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

C. The corporation's board of directors is specifically authorized from time to time to adopt by-laws, not inconsistent herewith, restraining the alienation of shares of stock of this

corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE VII

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida."

(b) The By-Laws of Maria Escoto, D.D.S., P.A., as such By-Laws exist on the Effective Date of the merger, shall remain and be the By-Laws of the Surviving Corporation, until altered, amended, or repealed in accordance with the provisions thereof, the Articles of Incorporation of Maria Escoto, D.D.S., P.A., as amended, and Florida law.

7. Articles of Merger. Articles of Merger shall be executed by the President of Alberto Mantovani, D.D.S., P.A. and the President of Maria Escoto, D.D.S., P.A. in accordance with the provisions of Florida Statutes Section 607.1105 and shall be filed with the Florida Department of State.

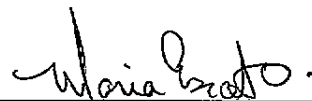
2. The effective date of the merger is 12:00 midnight on April 30, 2002.

Executed this 5th day of April, 2002.

ALBERTO MANTOVANI, D.D.S., P.A., a
Florida corporation

By: 
ALBERTO MANTOVANI, President

MARIA ESCOTO, D.D.S., P.A., a
Florida corporation

By: 
MARIA ESCOTO, President