

Division of Corporations

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P98000078037

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

STRICKLAND & GIANNINI OF SARASOTA D.D.S., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	\$148.75

Handwritten signature and date 10/14

32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

STRICKLAND AND GIANNINI - OAKS CENTER - P.A., a Florida
corporation, document number P97000096692

STRICKLAND AND GIANNINI - SOUTH BRADENTON - P.A., a Florida
corporation, document number p97000096652

GIANNINI & STRICKLAND, D.D.S., P.A., a Florida corporation,
document number K86212

INTO

STRICKLAND & GIANNINI OF SARASOTA D.D.S., P.A., a Florida
entity, P98000078032

File date: October 14, 1999

Corporate Specialist: Karen Gibson

FAX AUDIT #H99-25952

ARTICLES OF MERGER
OF
STRICKLAND AND GIANNINI - OAKS CENTER - P.A.
AND
STRICKLAND AND GIANNINI - SOUTH BRADENTON - P.A.
AND
GIANNINI & STRICKLAND, D.D.S., P.A.
INTO
STRICKLAND & GIANNINI OF SARASOTA, D.D.S., P.A.

FILED
99 OCT 14 PM 12:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 Strickland and Giannini - Oaks Center - P.A., a Florida corporation, Strickland and Giannini - South Bradenton - P.A., a Florida corporation, and Giannini & Strickland, D.D.S., P.A., a Florida corporation ("Merged Corporations"), into Strickland & Giannini of Sarasota, D.D.S., P.A., 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:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Strickland and Giannini - Oaks Center - P.A.	Florida
Strickland and Giannini - South Bradenton - P.A.	Florida
Giannini & Strickland, D.D.S., P.A.	Florida
Strickland & Giannini of Sarasota, D.D.S., P.A.	Florida

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

3. The name of the Surviving Corporation is Strickland & Giannini of Sarasota, D.D.S., P.A., 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 October 8, 1999. The Plan was submitted to the Shareholders of Surviving Corporation. 2,000 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. 2,000 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 October 8, 1999. The number of votes cast

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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 Strickland and Giannini - Oaks Center - P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Strickland and Giannini - Oaks Center - P.A. on October 8, 1999. The Plan was submitted to the Shareholders of Strickland and Giannini - Oaks Center - P.A. 5,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland and Giannini - Oaks Center - P.A., were entitled to vote on the Plan. 5,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland and Giannini - Oaks Center - P.A., voted to approve the Plan on October 8, 1999. 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. The President and Secretary of Strickland and Giannini - South Bradenton - P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Strickland and Giannini - South Bradenton - P.A. on October 8, 1999. The Plan was submitted to the Shareholders of Strickland and Giannini - South Bradenton - P.A. 5,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland and Giannini - South Bradenton - P.A., were entitled to vote on the Plan. 5,000 shares of the common stock, representing all of the issued and outstanding shares of stock in Strickland and Giannini - South Bradenton - P.A., voted to approve the Plan on October 8, 1999. 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.

8. The President and Secretary of Giannini & Strickland, D.D.S., P.A., one of the Merged Corporations, hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Giannini & Strickland, D.D.S., P.A. on October 8, 1999. The Plan was submitted to the Shareholders of Giannini & Strickland, D.D.S., P.A. 200 shares of the common stock, representing all of the issued and outstanding shares of stock in Giannini & Strickland, D.D.S., P.A., were entitled to vote on the Plan. 200 shares of the common stock, representing all of the issued and outstanding shares of stock in Giannini & Strickland, D.D.S., P.A., voted to approve the Plan on October 8, 1999. 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.

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

FAX AUDIT #H99-25952


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:

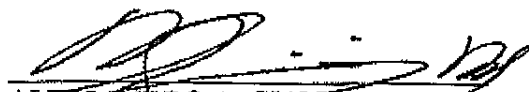
STRICKLAND & GIANNINI OF SARASOTA,
D.D.S., P.A., a Florida corporation


GEORGE N. STRICKLAND, Secretary

By: 
ALESSANDRO A. GIANNINI, President

MERGED CORPORATIONS:

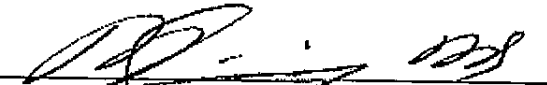
STRICKLAND AND GIANNINI - OAKS CENTER
- P.A., a Florida corporation


ALESSANDRO A. GIANNINI, Secretary

By: 
ALESSANDRO A. GIANNINI, President


STRICKLAND AND GIANNINI - SOUTH
BRADENTON - P.A., a Florida corporation


ALESSANDRO A. GIANNINI, Secretary

By: 
ALESSANDRO A. GIANNINI, President

GIANNINI & STRICKLAND, D.D.S., P.A., a Florida
corporation


ALESSANDRO A. GIANNINI, Secretary

By: 
ALESSANDRO A. GIANNINI, President

FAX AUDIT #H99-25952

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of October, 1999, by Alessandro A. Giannini, as President of Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation, who ☒ is personally known to me, or ☐ has produced identification, and George N. Strickland, as Secretary of Strickland & Giannini of Sarasota, D.D.S., P.A., 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 their free acts and deeds.



MONICA LEIGH PATON
My Comm Exp. 8/21/2001
Bonded By Service Ins
No. CC66860
(1 Personally Known (1 Other I.D.

Monica Leigh Paton
Signature of Notary Public

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 8th day of October, 1999, by Alessandro A. Giannini, as President and Secretary of Strickland and Giannini - Oaks Center - P.A., 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.



MONICA LEIGH PATON
My Comm Exp. 8/21/2001
Bonded By Service Ins
No. CC66860
(1 Personally Known (1 Other I.D.

Monica Leigh Paton
Signature of Notary Public

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

FAX AUDIT #H99-25952

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of October, 1999, by Alessandro A. Giannini, as President and Secretary of Strickland and Giannini - South Bradenton - P.A., 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.



MONICA LEIGH PATON
My Comm Exp. 8/21/2001
Bonded By Service Ins
No. 00666600
[] Personally Known [] Other I.D.

Monica Leigh Paton
Signature of Notary Public

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 8th day of October, 1999, by Alessandro A. Giannini, as President and Secretary of Giannini & Strickland, D.D.S., P.A., 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.



MONICA LEIGH PATON
My Comm Exp. 8/21/2001
Bonded By Service Ins
No. 00666600
[] Personally Known [] Other I.D.

Monica Leigh Paton
Signature of Notary Public

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

Exhibit A

FAX AUDIT #H99-25952

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 8th day of October, 1999, by and between Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and Strickland and Giannini - Oaks Center - P.A., a Florida corporation, Strickland and Giannini - South Bradenton - P.A., a Florida corporation, and Giannini & Strickland, D.D.S., P.A., a Florida corporation (hereinafter sometimes called the "Merged Corporations"). Surviving Corporation and Merged Corporations 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 September 8, 1998, with an authorized capital stock of 10,000 shares of common stock, par value \$0.10 per share, of which 2,000 shares are issued and outstanding and owned by 1,000 by Alessandro A. Giannini, D.D.S., and 1,000 by George N. Strickland, D.D.S.

WHEREAS, Strickland and Giannini - Oaks Center - P.A., one of the Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed November 10, 1997, with an authorized capital stock of 7,500 shares of common stock, par value \$1.00 per share, of which 5,000 shares are issued and outstanding and owned 2,500 by Alessandro A. Giannini, D.D.S., and 2,500 by George N. Strickland, D.D.S.

WHEREAS, Strickland and Giannini - South Bradenton - P.A., one of the Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed November 10, 1997, with an authorized capital stock of 7,500 shares of common stock, par value \$1.00 per share, of which 5,000 shares are issued and outstanding and owned 2,500 by Alessandro A. Giannini, D.D.S., and 2,500 by George N. Strickland, D.D.S.

WHEREAS, Giannini & Strickland, D.D.S., P.A., one of the Merged Corporations, is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed May 5, 1989, with an authorized capital stock of 1,000 shares of common stock, par value \$1.00 per share, of which 200 shares are issued and outstanding and owned 100 by Alessandro A. Giannini, D.D.S., and 100 by George N. Strickland, D.D.S.

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporations have by resolutions established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporations 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

FAX AUDIT # H99-25952

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 Corporations, 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) Strickland and Giannini - Oaks Center, P.A., a Florida corporation.
- (b) Strickland and Giannini - South Bradenton - P.A., a Florida corporation.
- (c) Giannini & Strickland, D.D.S., P.A., a Florida corporation.
- (d) Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation.

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

(a) The separate existence of the Merged Corporations 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 Corporations; and any claim existing or action or proceeding pending by or against the Merged Corporations may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged

FAX AUDIT # H99-25952

Corporations. 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 Corporations shall be deemed canceled, and no additional shares of stock in Surviving Corporation shall be issued.

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.

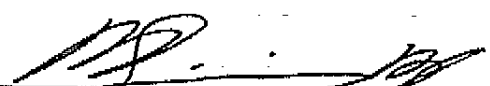
8. Effective Date of the Merger. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporations 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 Corporations' 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 Corporations.

Attest:

SURVIVING CORPORATION:


STRICKLAND & GIANNINI OF SARASOTA,
D.D.S., P.A., a Florida corporation
GEORGE N. STRICKLAND, SecretaryBy: 
ALESSANDRO A. GIANNINI, President

FAX AUDIT # H99-25952

MERGED CORPORATIONS:

STRICKLAND AND GIANNINI - OAKS CENTER
- P.A., a Florida corporation


ALESSANDRO A. GIANNINI, Secretary

By: 
ALESSANDRO A. GIANNINI, President

STRICKLAND AND GIANNINI -- SOUTH
BRADENTON - P.A., a Florida corporation


ALESSANDRO A. GIANNINI, Secretary

By: 
ALESSANDRO A. GIANNINI, President

GIANNINI & STRICKLAND, D.D.S., P.A., a
Florida corporation


ALESSANDRO A. GIANNINI, Secretary

By: 
ALESSANDRO A. GIANNINI, President

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of October, 1999, by Alessandro A. Giannini, as President of Strickland & Giannini of Sarasota, D.D.S., P.A., a Florida corporation, who [☒] is personally known to me, or [☐] has produced identification, and George N. Strickland, as Secretary of Strickland & Giannini of Sarasota, D.D.S., P.A., 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 their free acts and deeds.



MONICA LEIGH PATTON
My Comm Exp. 8/21/2001
Bonded By Service Ins
No. CC666860
[] Personally Known [] Other I.D.


Signature of Notary Public

FAX AUDIT #H99-25952

Au
 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 8th day of October, 1999, by Alessandro A. Giannini, as President and Secretary of Strickland and Giannini - Oaks Center - P.A., 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.



MONICA LEIGH PATON
 My Comm Exp. 8/21/2001
 Bonded By Service Ins
 No. CC666860
☐ Personally Known ☐ Other I.D.

Monica Leigh Paton
 Signature of Notary Public

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 8th day of October, 1999, by Alessandro A. Giannini, as President and Secretary of Strickland and Giannini - South Bradenton - P.A., 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.



MONICA LEIGH PATON
 My Comm Exp. 8/21/2001
 Bonded By Service Ins
 No. CC666860
☐ Personally Known ☐ Other I.D.

Monica Leigh Paton
 Signature of Notary Public

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

10/14/99 THU 11:03 FAX

KIRK PINKERTON

012

FAX AUDIT # H99-25952

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of October, 1999, by Alessandro A. Giannini, as President and Secretary of Giannini & Strickland, D.D.S., P.A., 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.



My Comm. Exp. 8/21/2001
Bonded By Service Ins
No. CC665860
[] Personally Known [] Other I.D.

Janice A. Lator
Signature of Notary Public

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