

P98000102276

the smile
centre, P.A.

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Richard A. Stanley, D.M.D.

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Implants

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- West Coast Dental Association
- Florida Dental Association
- Sarasota County Dental Association

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and schedule**

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December 20, 2001

Florida Department of State
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****113.75 *****78.75

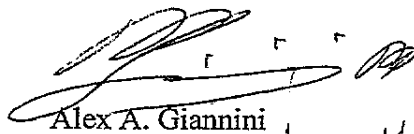
RE: Merger and Reorganization - Smile Centre, P.A.

Please process the merger and reorganization of the three corporations, The Smile Centre of Venice, P.A., Smile Centre Management Group, Inc., and The Smile Centre, P.A. The filing fees for the three corporations are enclosed along with a fee for a certified copy. Please return the certified copy to:

The Smile Centre, P.A.
5570 Bee Ridge Road, Suite C-2
Sarasota, FL 34233

If you have any questions, please contact me at 941-377-8028.

Sincerely,


Alex A. Giannini

*gave authorizing
to add the 20th
page of
the 1st page of
the merger & reorgan
pl of 1-28-02
ac*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JAN 25 PM 3:16

FILED

*1-28
ac
merger*

2025 South McCall Road
Englewood, Florida 34223
phone: 941.474.1245
fax: 941.475.2411

5899 Whitfield Ave, Suite 105
Sarasota, Florida 34234
phone: 941.351.4468
fax: 941.351.9361

197 Center Road
Venice, Florida 34292
phone: 941.497.5451
fax: 941.496-4577

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE SMILE CENTRE OF VENICE, P.A., A FLORIDA PA #P99000088900

INTO

THE SMILE CENTRE, P.A., a Florida entity, P98000102276

File date: January 25, 2002

Corporate Specialist: Anna Chesnut



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 4, 2002

THE SMILE CENTRE, P.A.
% ALEX A. GIANNINI
5570 BEE RIDGE ROAD, STE C-2
SARASOTA, FL 34233

SUBJECT: THE SMILE CENTRE, P.A.
Ref. Number: P98000102276

We have received your document for THE SMILE CENTRE, P.A. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

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) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 202A00000493

DIVISION OF CORPORATIONS

02 JAN 25 PM 2:31

RECEIVED

ARTICLES OF MERGER
OF
THE SMILE CENTRE OF VENICE, P.A.
INTO
THE SMILE CENTRE, P.A.

FILED
JUN 25 PM 3:02
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 Smile Centre of Venice, P.A., a Florida corporation, ("Merged Corporation"), into The Smile Centre, 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:

Name of Corporation

State of Incorporation

The Smile Centre of Venice, P.A.
The Smile Centre, P.A.

Florida
Florida

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

3. The name of the Surviving Corporation is The Smile Centre, 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 January 1, 2001. The Plan was submitted to the Shareholder of Surviving Corporation. 100 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. 100 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 January 1, 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 Directors of Merged Corporation on January 1, 2001. The Plan was submitted to the Shareholder of Merged Corporation. 100 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. 100 shares of the common stock, representing all of the issued and outstanding shares of stock in Merged Corporation, voted to approve the Plan on January 1, 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:

THE SMILE CENTRE, P.A., a Florida corporation

x *Richard A. Stanley*
By: x *Richard A. Stanley*
RICHARD A. STANLEY, D.M.D., Secretary RICHARD A. STANLEY, D.M.D., President

MERGED CORPORATION:

THE SMILE CENTRE OF VENICE, P.A., a Florida corporation

x *Richard A. Stanley*
By: x *Richard A. Stanley*
RICHARD A. STANLEY, D.M.D., Secretary RICHARD A. STANLEY, D.M.D., President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20th day of December, 2001, by RICHARD A. STANLEY, D.M.D., as President and Secretary of The Smile Centre, P.A., a Florida corporation; and as President of and Secretary of The Smile Centre of Venice, P.A., a Florida corporation; who [☒] is personally known to me, or [☐] has produced identification on behalf of said corporations, and who acknowledged before me that the execution thereof are his free acts and deeds.

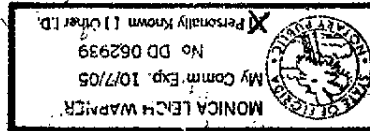
Lanica Leigh Warner
Signature of Notary Public

Monica Leigh Warner

Print Name of Notary Public and Affix Seal
My Commission

Expires: 1-7-05

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PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 20th day of December, 2001, effective as of January 1, 2001, by and between The Smile Centre, P.A., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and The Smile Centre of Venice, P.A., a Florida corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations".

W I T N E S S E T H:

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 December 7, 1998, with an authorized capital stock of 1,000 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding and owned 100% by Richard A. Stanley, D.M.D.

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed October 4, 1999, with an authorized capital stock of 1,000 shares of common stock, par value \$1.00 per share, of which 100 shares are issued and outstanding and owned 100% by Richard A. Stanley, D.M.D.

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) The Smile Centre, P.A., a Florida corporation.

(b) The Smile Centre of Venice, P.A., a Florida corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be The Smile Centre, P.A., 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 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 be effective January 1, 2001, and Articles of Merger shall be filed with the Florida Department of State as soon as possible.

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:

THE SMILE CENTRE, P.A., a Florida
corporation

x RA Stanley By: x RA Stanley
RICHARD A. STANLEY, D.M.D., Secretary RICHARD A. STANLEY, D.M.D., President

MERGED CORPORATION:

THE SMILE CENTRE OF VENICE, P.A., a Florida
corporation

x RA Stanley By: x RA Stanley
RICHARD A. STANLEY, D.M.D., Secretary RICHARD A. STANLEY, D.M.D., President

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