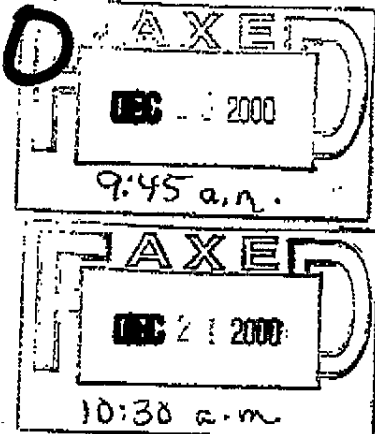


P99000088900

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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(((H00000066137 1)))

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From:

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Account Number : 071670002600
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

THE SMILE CENTRE OF VENICE, P.A.

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$78.75

S. PAYNE DEC 26 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE SMILE CENTRE OF ENGLEWOOD, P.A., a FL corp., P99000079526

,

INTO

THE SMILE CENTRE OF VENICE, P.A., a Florida entity, P99000088900

File date: December 26, 2000

Corporate Specialist: Susan Payne

Dec-26-2000 08:51am To-8509224000--46999999

From-KIRKPINKERTON

T-121 P.002/013 F-327



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 21, 2000

THE SMILE CENTRE OF VENICE, P.A.
5899 WHITFIELD AVE
PALM AIRE PLAZA SUITE 105
SARASOTA, FL 34243

SUBJECT: THE SMILE CENTRE OF VENICE, P.A.
REF: P99000088900

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000066137
Letter Number: 600A00064115



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 20, 2000

THE SMILE CENTRE OF VENICE, P.A.
5899 WHITFIELD AVE
PALM AIRE PLAZA SUITE 105
SARASOTA, FL 34243

SUBJECT: THE SMILE CENTRE OF VENICE, P.A.
REF: P99000088900

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please submit the plan of merger (EXHIBIT A), as referred to in #4.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000066137
Letter Number: 300A00063866

FAX AUDIT #H00-66137

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

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 Englewood, P.A., a Florida corporation ("Merged Corporation"), into The Smile Centre of Venice, 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 CorporationState of Incorporation

The Smile Centre of Englewood, P.A.
 The Smile Centre of Venice, 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 of Venice, P.A., and 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 31, 2000. The Plan was submitted to the Shareholders 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 October 31, 2000. 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.

FAX AUDIT #H00-66137

FAX AUDIT # H00-66137

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 October 31, 2000. The Plan was submitted to the Shareholders of Merged Corporation. 100 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. 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 October 31, 2000. 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:


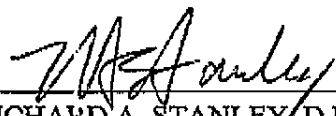
SURVIVING CORPORATION:

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

 By: 
RICHARD A. STANLEY, D.M.D., Secretary RICHARD A. STANLEY, D.M.D., President

MERGED CORPORATION:

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

 By: 
RICHARD A. STANLEY, D.M.D., Secretary RICHARD A. STANLEY, D.M.D., President

FAX AUDIT # H00-66137

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of October, 2000, by Richard A. Stanley, D.M.D., as President 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 corporation and who acknowledged before me that the execution thereof are his free acts and deeds.



Shawn Smith
MY COMMISSION # CC889553 EXPIRES
November 23, 2001
BONDED THRU TROY FAY INSURANCE, INC.



Signature of Notary Public

SHAWN J. Smith

Print Name of Notary Public and Affix Seal
My Commission Expires: 11/2001


STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of October, 2000, by Richard A. Stanley, D.M.D., as President and Secretary of The Smile Centre of Englewood, 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.



Shawn Smith
MY COMMISSION # CC889553 EXPIRES
November 23, 2001
BONDED THRU TROY FAY INSURANCE, INC.



Signature of Notary Public

SHAWN J. Smith

Print Name of Notary Public and Affix Seal
My Commission Expires: 11/2001

FAX AUDIT #H00-66137

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

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

MERGED CORPORATION:

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

Richard A. Stanley By: *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 31st day of OCTOBER, 2000, by Richard A. Stanley, D.M.D., as President 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 corporation and who acknowledged before me that the execution thereof are his free acts and deeds.



Shawn Smith
MY COMMISSION # 00889553 EXPIRES
November 23, 2001
BONDED THRU TROY FARM INSURANCE, INC.

Shawn Smith
Signature of Notary Public

SHAWN J. SMITH
Print Name of Notary Public and Affix Seal
My Commission Expires: 11/2001

STATE OF FLORIDA


FAX AUDIT #H00-66137

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31st day of OCTOBER, 2000, by Richard A. Stanley, D.M.D., as President and Secretary of The Smile Centre of Englewood, 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.



Shawn Smith
MY COMMISSION # 06859553 EXPIRES
NOVEMBER 23, 2001
BONDED THRU TROY FARM INSURANCE, INC.



Signature of Notary Public

Shawn J. Smith

Print Name of Notary Public and Affix Seal
My Commission Expires: 11/2001

G:\DOCUMENTS\NSV\TANNIN\2. PLN

EXHIBIT AFAX AUDIT #
H00-66137PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 21 day of December, 2000, by and between The Smile Centre of Venice, P.A., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and The Smile Centre of Englewood, 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 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, Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed September 1, 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

FAX AUDIT #
H00-66137

FAX AUDIT #

H00-66137

("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 of Venice, P.A., a Florida corporation.

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

2. Name of Surviving Corporation. The Surviving Corporation shall be The Smile Centre of Venice, 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.

FAX AUDIT #

H00-66137

FAX AUDIT #
H00-66137

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 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 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:

FAX AUDIT #
H00-66137

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

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

MERGED CORPORATION:

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

Richard A. Stanley By: *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 21st day of
DECEMBER, 2000, by Richard A. Stanley, D.M.D., as President 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 corporation and who acknowledged before me that the execution thereof are
his free acts and deeds.

Pamela M. Myers
Signature of Notary Public

PAMELA M. MYERS
Print Name of Notary Public and Affix Seal
My Commission Expires: FEBRUARY 21, 2004

STATE OF FLORIDA



Pamela M. Myers
MY COMMISSION # CC912623 EXPIRES
February 21, 2004
BONDED THROUGH TROY FAIN INSURANCE, INC.

FAX AUDIT #
H00-66137

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21ST day of DECEMBER, 2000, by Richard A. Stanley, D.M.D., as President and Secretary of The Smile Centre of Englewood, 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.

Pamela M. Myers
Signature of Notary Public

PAMELA M. MYERS
Print Name of Notary Public and Affix Seal
My Commission Expires: FEBRUARY 21, 2004

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Pamela M. Myers
MY COMMISSION # CC912623 EXPIRES
February 21, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

FAX AUDIT #
H00-66137