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**MERGER OR SHARE EXCHANGE**

**Sebring Management FL, LLC**

Certificate of Status	0
Certified Copy	1
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**CERTIFICATE OF MERGER**  
*Merging*  
**ORTHODONTIC SPECIALISTS MANAGEMENT, LLC**  
 a Florida Limited Liability company  
*with and into*  
**SEBRING MANAGEMENT FL, LLC**  
 a Florida Limited Liability company

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act, this Certificate of Merger is submitted to merge the following Florida Limited Liability Companies.

**ARTICLE I**

The exact name, type of entity and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Orthodontic Specialists Management, LLC	Florida	Limited Liability Company
Sebring Management FL, LLC	Florida	Limited Liability Company

**ARTICLE II**

The exact name, type of entity and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Sebring Management FL, LLC	Florida	Limited Liability Company

**ARTICLE III**

The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference. The Plan of Merger was approved by the unanimous written consent of each limited liability company that is a party to the Merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**ARTICLE IV**

The effective date of the Merger is the date of filing of this Certificate of Merger with the Florida Department of State.


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IN WITNESS WHEREOF, this Certificate has been executed as of the 25<sup>th</sup> day of April, 2013.

**ORTHODONTIC SPECIALISTS  
MANAGEMENT, LLC, a  
Florida limited liability company**

By:   
Name: Alan J. Camp (M)  
Its: Member

**SEBRING MANAGEMENT FL, LLC, a  
Florida limited liability company**

By: Sebring Software, Inc., a Nevada  
corporation, as Manager of Sebring  
Management FL, LLC

By:   
Leif W. Andersen, Chief Executive  
Officer of Sebring Software, Inc.

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**ORTHODONTIC SPECIALISTS MANAGEMENT, LLC**  
**AND**  
**SEBRING MANAGEMENT FL, LLC**

The following Plan of Merger is submitted in accordance with Section 608.4381 of the Florida Limited Liability Company Act (the "Florida Act").

1. **The Merger.** The Certificate of Merger dated as of the date hereof, along with this Plan of Merger, shall be filed with the Secretary of State of the State of Florida and become effective on date and time (the "Effective Time") when they are filed with and accepted by the Secretary of State of the State of Florida. At the Effective Time, Orthodontic Specialists Management, LLC, a Florida limited liability company (the "Company"), shall be merged (hereinafter, the "Merger") with and into Sebring Management FL, LLC, a Florida limited liability company ("Merger Sub"), and the separate existence of the Company shall thereupon cease, and Merger Sub, as the entity surviving the Merger, shall by virtue of the Merger continue its existence under the laws of the State of Florida (the "Surviving Company").

2. **Conversion of Membership Interests.**

a. **Membership Interests of the Company.** All membership interests in the Company issued and outstanding immediately prior to the Effective Time and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holder thereof, forthwith cease to exist and be converted into and represent the right to receive, collectively, 9,849,220 shares of common stock of Sebring Software, Inc., a Nevada corporation ("Parent").

b. **Surviving Company Units.** At the Effective Time, all of the membership interests of the Surviving Company issued and outstanding immediately prior to the Merger shall remain issued and outstanding, shall be unaffected by the Merger and shall continue to be owned by Parent.

3. **Effect of the Merger.** From and after the Effective Time, the Merger shall have the effects set forth in the Florida Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers, immunities and franchises of the Company and Merger Sub shall vest in the Surviving Company, and all debts, liabilities, and obligations of the Company and Merger Sub shall become debts, liabilities, and obligations of the Surviving Company.

4. **Articles of Organization and Operating Agreement.** At the Effective Time, Surviving Company's articles of organization immediately prior to the Effective Time shall be the articles of organization of the Surviving Company, until thereafter amended in accordance with the Florida Act. At the Effective Time, Surviving Company's operating agreement in effect immediately prior to the Effective Time ("Surviving Company Agreement"), shall be the

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Operating Agreement (within the meaning of the Florida Act) of the Surviving Company, until thereafter amended in accordance with the Florida Act.


5. **Managers.** At the Effective Time, the manager of the Surviving Company shall be Parent, until its successors are duly elected or appointed and qualified in accordance with the Surviving Company Agreement.

6. **Tax Free Reorganization.** For federal and applicable state income tax purposes, the parties to the Merger intend that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Plan of Merger is intended to be, and by being signed by the parties is, adopted as a plan of reorganization within the meaning of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder.


Dated: April 25, 2013

**ORTHODONTIC SPECIALISTS  
MANAGEMENT, LLC**

**SEBRING MANAGEMENT FL, LLC**

By:   
Name: Alan D. Shoopak, D.M.D.  
Title: Member

By: Sebring Software, Inc., a Nevada corporation, as Manager of Sebring Management FL, LLC

By:   
Name: Dennis J. L. Buchman, D.M.D.  
Title: Member

By:   
Leif W. Andersen, Chief Executive Officer of Sebring Software, Inc.

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