

STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

duplicate originals of Articles of Merger merging M.A.S.H., Inc., an Alabama corporation, and M.A.S.H. of Crestview, Inc., a Florida corporation, into M.A.S.H. of Alabaster, Inc., an Alabama corporation, changing its name to M.A.S.H., Inc., duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of Alabama, 1975, have been received in this office and are found to conform to law. Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger merging M.A.S.H., Inc. and M.A.S.H. of Crestview, Inc. into M.A.S.H. of Alabaster, Inc. changing its name to M.A.S.H., Inc. and attaches hereto a duplicate original of the Articles of Merger



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

03/31/93

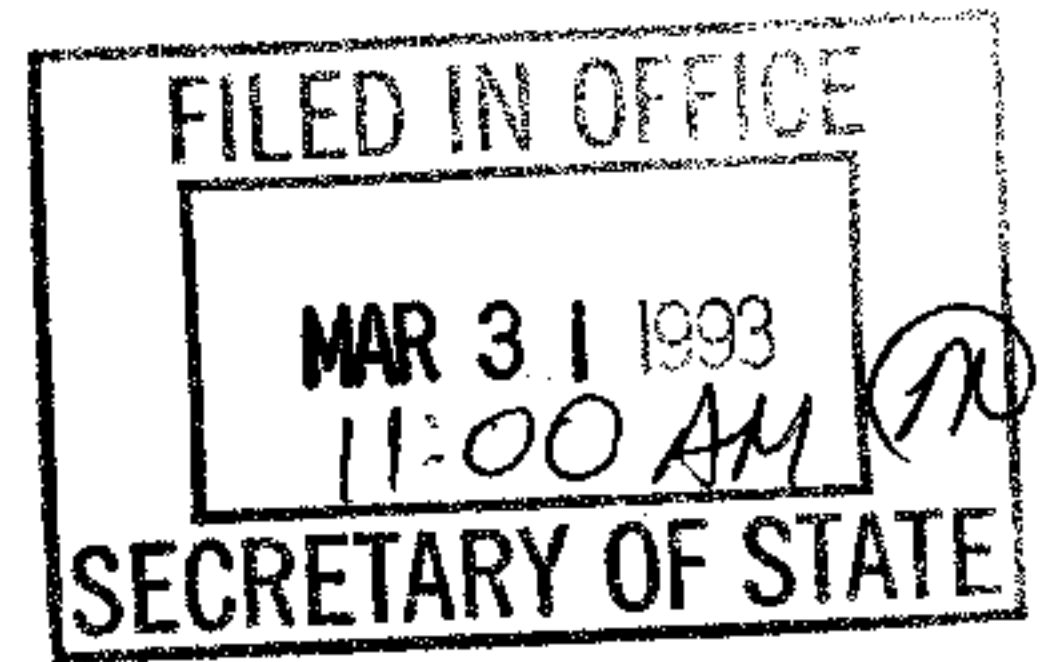
Date

Billy Joe Camp

Secretary of State

Sirote & Permutt P C
P O Box 55727
Birmingham AL 35255-5727

1993-09077
04/05/1993-09077
12:05 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
DIA MCD



STATE OF ALABAMA)

JEFFERSON COUNTY)

AGREEMENT AND ARTICLES OF MERGER, dated this 25th day of March, 1993, made by and between M.A.S.H., INC., a corporation organized and existing under the laws of the State of Alabama and M.A.S.H. OF CRESTVIEW, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter collectively referred to as the "Merging Corporations"), and M.A.S.H. OF ALABASTER, INC., a corporation organized and existing under the laws of the State of Alabama (hereinafter referred to as the "Surviving Corporation");

W I T N E S S E T H:

WHEREAS, the Board of Directors of each of the corporations parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, does deem it advisable, and generally for the welfare of each of the corporations and their respective shareholders, that the Merging Corporations merge themselves into the Surviving Corporation, as authorized by the Alabama Business Corporation Act and the Florida General Corporation Act, under and pursuant to the terms and conditions hereafter set forth;

NOW, THEREFORE, the corporations parties to this agreement, by and between their respective Boards of

Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do agree each with the other that the Merging Corporations merge themselves into the Surviving Corporation, pursuant to the applicable provisions of the Alabama Business Corporation Act and the Florida General Corporation Act, and do hereby agree upon and prescribe the terms and conditions of the merger and of carrying the same into effect, as follows:

1. PLAN OF MERGER. Effective March 31, 1993 and upon issuance of the Certificate of Merger by the Secretary of State of Alabama and the Secretary of State of Florida, the Merging Corporations hereby merge themselves into the Surviving Corporation, and the Surviving Corporation shall be the surviving corporation resulting from the merger.

Until altered, amended or repealed, as therein provided, the By-Laws of the Surviving Corporation in effect as of the date of this Agreement and Articles of Merger, shall continue to be the By-Laws of the Surviving Corporation.

The principal office of the Surviving Corporation shall be the principal office of the Surviving Corporation as of the date of this Agreement and Articles of Merger.

The Surviving Corporation shall pay all the expenses of carrying this Agreement and Articles of Merger into effect and of accomplishing the merger.

Upon the date when this Agreement and Articles of Merger shall become effective, the separate existence of the

Merging Corporations shall cease, and the Merging Corporations shall be merged into the Surviving Corporation, which shall possess all the rights, privileges, powers and franchises, and be subject to all of the restrictions, liabilities and duties of each of the corporations parties to this Agreement, and all and singular, the rights, privileges, powers and franchises of each of the corporations, and all property, real, personal and mixed, and all debts due to each of the corporations shall be vested in the Surviving Corporation; and all property, rights and privileges, powers and franchises, and all and every other interest, shall thereafter be as effectively the property of the Surviving Corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of the corporations parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all the rights of creditors and all liens upon the property of any of the corporations parties hereto shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

If, at any time, the Surviving Corporation shall consider or be advised that any further actions are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of

the Merging Corporations, the proper officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances, and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement and Articles of Merger.

The Surviving Corporation shall be governed by the laws of the State of Alabama.

The manner of converting the outstanding capital shares of the Merging Corporations into the shares or securities of the Surviving Corporation shall be as follows:

1.1 Immediately prior to the filing and recording of this Agreement, the holders and owners of all the issued and outstanding common capital shares of each of the corporations parties to this Agreement were as follows:

The Merging Corporations:

M.A.S.H., Inc., an Alabama corporation

<u>Shareholder</u>	<u>No. of Shares</u>
Hollis N. Gieger	1,650
Steven W. Alverson	1,650
Gregory L. Horn	1,650
Charles M. Bordenca	1,650
J. B. Kirchler, Sr.	3,400
Arthur Hockaday	1,111

M.A.S.H. of Crestview, Inc., a Florida corporation

<u>Shareholder</u>	<u>No. of Shares</u>
Hollis N. Gieger	1,500
Charles M. Bordenca	1,500
Steven W. Alverson	1,500
Gregory L. Horn	1,500

The Surviving Corporation:

M.A.S.H. of Alabaster, Inc., an Alabama corporation

<u>Shareholder</u>	<u>No. of Shares</u>
Gregory L. Horn	96
Charles M. Bordenca	96
Steven W. Alverson	96
Treasury	12

Upon the effective date of the merger all of the shares of common capital stock of the Merging Corporations shall be cancelled; and

Upon the effective date of the merger all of the shares of the Surviving Corporation owned by the above shareholders immediately prior to the merger shall be cancelled and reissued as follows:

<u>Shareholder</u>	<u>Number of Shares</u>
Hollis N. Gieger	1,200
Steven W. Alverson	2,466
Gregory L. Horn	2,466
Charles M. Bordenca	2,466
J. B. Kirchler, Sr.	1,050
Arthur Hockaday	352

The Articles of Incorporation of the Surviving Corporation upon the effective date of this merger shall continue to be the Articles of Incorporation heretofore filed

by the Surviving Corporation; however, the first Article and the Fourth Article of said Articles of Incorporation shall be deleted in its entirety, and there shall be substituted in lieu and instead thereof the following:

"First

The name of the Corporation shall be
M.A.S.H., Inc."

"Fourth

The total number of shares which the Corporation shall have authority to issue is 10,000 shares of Common of the par value of One Dollar (\$1.00) per share, constituting a total authorized capital of \$10,000 and constituting of such one class only."

The above Fourth Article amendment effects a change in the amount of stated capital. The stated capital is currently \$6,000. The above Fourth Article amendment will change the stated capital to \$10,000. The manner in which this change is effected is as follows: The number of authorized shares has been increased from 300 to 10,000 and the par value has been lowered from \$20.00 a share to \$1.00 a share.

2. OUTSTANDING SHARES. Pursuant to the Articles of Incorporation of the Merging Corporation and the Surviving Corporation, the following common shares are authorized, having the following par value per share; and there are

presently outstanding the following common shares, which represent the only shares of each of the corporations which are now outstanding:

MERGING CORPORATIONS

M.A.S.H., Inc., an Alabama corporation

<u>CLASS</u>	<u>AUTHORIZED SHARES</u>	<u>PAR VALUE PER SHARE</u>	<u>SHARES OUTSTANDING</u>
Common	15,000	\$1.00	11,111

M.A.S.H. of Crestview, Inc., a Florida corporation

<u>CLASS</u>	<u>AUTHORIZED SHARES</u>	<u>PAR VALUE PER SHARE</u>	<u>SHARES OUTSTANDING</u>
Common	10,000	\$1.00	6,000

SURVIVING CORPORATION

M.A.S.H. of Alabaster, Inc., an Alabama corporation

<u>CLASS</u>	<u>AUTHORIZED SHARES</u>	<u>PAR VALUE PER SHARE</u>	<u>SHARES OUTSTANDING</u>
Common	300	\$20.00	288

3. VOTING OF SHARES. The Articles of Merger contained in this Agreement, after having been first duly approved unanimously by the Board of Directors of the Merging Corporations and the Board of Directors of the Surviving Corporation, were submitted to and duly approved by the unanimous consent of the shareholders of the Merging Corporations and the shareholders of the Surviving Corporation required to vote thereon.

4. FILING DATE OF ARTICLES OF INCORPORATION. The Articles of Incorporation of M.A.S.H., Inc. were filed in Jefferson County, Alabama on June 30, 1982, the Articles of Incorporation of M.A.S.H. of Crestview, Inc., were filed with the Florida Secretary of State on July 1, 1982, and the Articles of Incorporation of the Surviving Corporation were filed in Shelby County, Alabama on December 1, 1980.

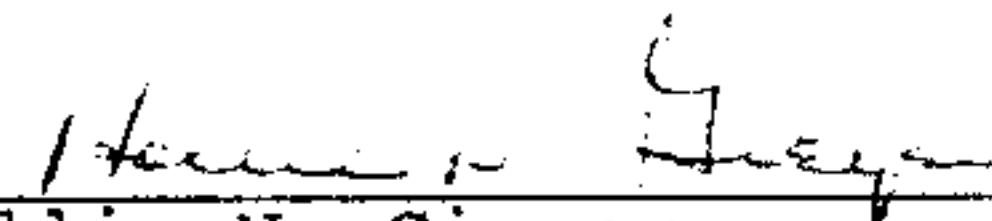
5. TERMINATION. This Agreement and Articles of Merger may be terminated by the Board of Directors of any corporation a party hereto at any time prior to the filing of this Agreement with the Secretary of State of Alabama and the Secretary of State of Florida.

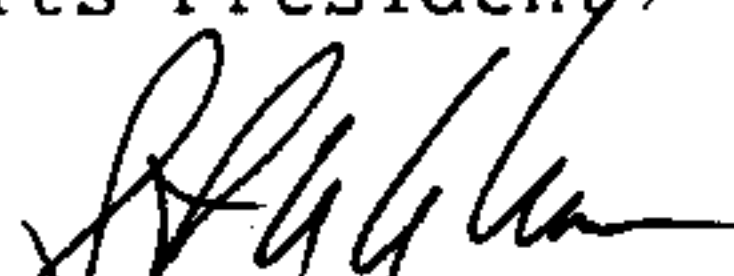
IN WITNESS WHEREOF, the parties to this Agreement and Articles of Merger, pursuant to the authority duly given by the respective Boards of Directors, have caused

presents to be executed by their Presidents, and attested by
their Secretaries, and the corporate seals affixed on this the
25th day of March, 1993.

MERGING CORPORATIONS:

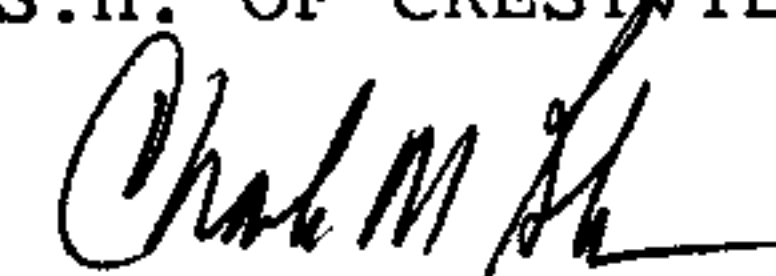
M.A.S.H., INC.

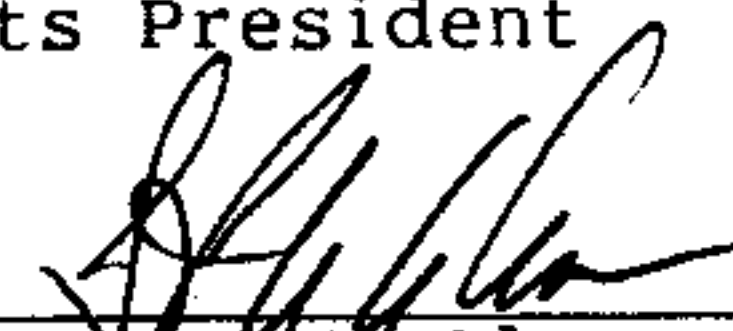
By 
Hollis N. Gieger,
Its President

By 
Steven W. Alverson
Its Secretary, who by this
signature also attests

(CORPORATE SEAL)

M.A.S.H. OF CRESTVIEW, INC.


By 
Charles M. Bordenca
Its President

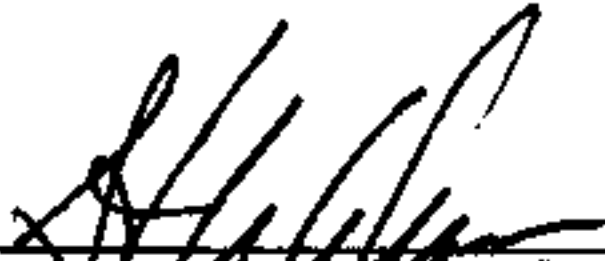
By 
Steven W. Alverson
Its Secretary, who by this
signature also attests

(CORPORATE SEAL)

SURVIVING CORPORATION:

M.A.S.H. OF ALABASTER, INC.

By  *Gregory L. Horn* *AMM*
Gregory L. Horn, D.M.D.,
Its President

By  *Steven W. Alverson*
Steven W. Alverson,
Its Secretary, who by this
signature also attests

(CORPORATE SEAL)

Ref: PBC/33891A

VERIFICATION OF MERGING CORPORATION

I, the undersigned, as President of M.A.S.H., Inc., an Alabama corporation do hereby verify that the above and foregoing instrument represents the Agreement and Articles of Merger between M.A.S.H., Inc., M.A.S.H. of Crestview, Inc., and M.A.S.H. of Alabaster, Inc., an Alabama corporation, duly approved and adopted by the unanimous consent of the Directors and the Shareholders of M.A.S.H., Inc.

This 25th day of March, 1993.

Hollis N. Gieger
Hollis N. Gieger,
Its President

Sworn to and subscribed before me on this 25th day of March, 1993.

Phyllis B. Boggin
Notary Public

My commission expires
10/28/94

VERIFICATION OF SURVIVING CORPORATION

I, the undersigned, as President of M.A.S.H. of Alabaster, Inc., an Alabama corporation (the "Surviving Corporation"), do hereby verify that the above and foregoing instrument represents the Agreement and Articles of Merger between the Surviving Corporation, M.A.S.H., Inc., and M.A.S.H. of Crestview, Inc., duly approved and adopted by the unanimous consent of the Directors and the Shareholders of the Surviving Corporation.

This 25th day of March, 1993.

Gregory L. Horn
Gregory L. Horn, D.M.D.
Its President

Sworn to and subscribed before me on this 25th day of March, 1993.

Phyllis D. Boggin
Notary Public

My commission expires
10/28/94

VERIFICATION OF MERGING CORPORATION

I, the undersigned, as President of M.A.S.H. of Crestview, Inc., a Florida corporation, do hereby verify that the above and foregoing instrument represents the Agreement and Articles of Merger between M.A.S.H., Inc., M.A.S.H. of Crestview, Inc., and M.A.S.H. of Alabaster, Inc., an Alabama corporation, duly approved and adopted by the unanimous consent of the Directors and the Shareholders of M.A.S.H. of Crestview, Inc.

This 25th day of March, 1993.



Charles M. Bordenca,
Its President

Sworn to and subscribed before me on this 25th day
of March, 1993.


Notary Public

My commission expires

10/28/94

CERTIFICATE OF AGREEMENT

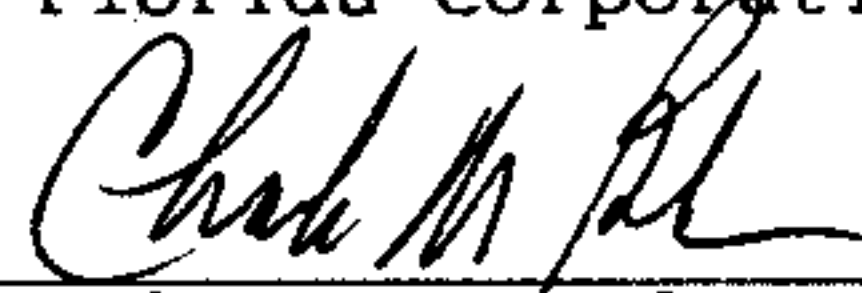
Effective March 31, 1993, M.A.S.H. of Crestview, Inc., a Florida corporation, (a "Merging Corporation"), will merge into M.A.S.H. of Alabaster, Inc., an Alabama Corporation (the "Surviving Corporation"), and, pursuant to the Florida General Corporation Act, Section 607.1107, the Surviving Corporation hereby agrees as follows:

1. That it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to the above-stated merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation;
2. That it irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding; and
3. That it will promptly pay to the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of Section 607.1302 with respect to the rights of dissenting shareholders.

DATED this 25th day of March, 1993.

M.A.S.H. OF CRESTVIEW, INC.
a Florida Corporation

By


Charles M. Bordenca, President

ATTEST:


Steven W. Alverson, Secretary

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on March 31, 1993

DATE

3-31-93

Secretary of State
Billy Joe Camp

Inst # 1993-09077

04/05/1993-09077
12:05 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
014 MCD 28.00