

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/14/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United Dental Care, Inc.		10/14/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Dental Care Holdings, Inc.
Street Address:	One Chase Plaza
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1459513	UDC
Registration Number:	1459514	UDC

CORRESPONDENCE DATA

Fax Number: (612)339-6686
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (612) 347-0443
 Email: StoltM@moss-barnett.com
 Correspondent Name: Marsha Stolt of Moss & Barnett, P.A.
 Address Line 1: 90 So. Seventh St.
 Address Line 2: 4800 Wells Fargo Ctr
 Address Line 4: Minneapolis, MINNESOTA 55402-4129

ATTORNEY DOCKET NUMBER:	51305.162001
NAME OF SUBMITTER:	Marsha Stolt

CH \$65.00 1459513

Signature:

/ms/

Date:

02/02/2006

Total Attachments: 3

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

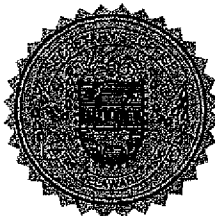
"UNITED DENTAL CARE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "DENTAL CARE HOLDINGS, INC." UNDER THE NAME OF "DENTAL CARE HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF OCTOBER, A.D. 2005, AT 12:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FOURTEENTH DAY OF OCTOBER, A.D. 2005, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3407297 8100M

050837294



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4225684

DATE: 10-14-05

TRADEMARK

REEL: 003239 FRAME: 0490

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
UNITED DENTAL CARE, INC.
(Subsidiary Corporation)
WITH AND INTO
DENTAL CARE HOLDINGS, INC.
(Parent Corporation)

Dental Care Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware ("Parent"),

Does hereby certify:

1. That Parent owns all of the outstanding shares of stock of United Dental Care, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Subsidiary").
2. That Parent, by the following resolutions of its Board of Directors, duly adopted on October 6, 2005, determined to merge the Subsidiary into itself:

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation authorizes and approves the merger of the Subsidiary with and into the Corporation and the assumption by the Corporation of the obligations of the Subsidiary pursuant to the documents provided to the Board of Directors to effect such merger;

FURTHER RESOLVED, that the Board of Directors of the Corporation intends for the merger to constitute a tax-free liquidation pursuant to Section 332 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, that these resolutions constitute a plan of liquidation for purposes of such Section 332, and that the Board of Directors hereby adopts these resolutions as such plan of liquidation;

FURTHER RESOLVED, that the Board of Directors of the Corporation confirms, ratifies, approves and adopts the documents provided to the Board of Directors to effect such merger and the actions taken on behalf of the Corporation by its officers in preparing the terms of the merger;

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the documents to effect such merger and to execute and deliver all such other documents, certificates and instruments, and to take all such actions and to do all things as in their sole discretion may be necessary or appropriate in

order to carry out the purpose and intent of the foregoing resolutions and the terms and conditions of such merger;

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of the Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions;

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.

3. That the merger shall be effective at 12:01 a.m. eastern time on October 14, 2005.

IN WITNESS WHEREOF, Dental Care Holdings, Inc. has caused this Certificate of Ownership and Merger to be signed by a duly authorized officer this 6 day of October, 2005.

DENTAL CARE HOLDINGS, INC.

By: 

Name: Robert B. Pollock

Title: President