

Division of Corporations

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Florida Department of State
Division of Corporations
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1-4-2006
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MERGER OR SHARE EXCHANGE

F.M. II, LTD.

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\$157.50

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**ARTICLES OF MERGER OF
F.M. LIMITED PARTNERSHIP II
WITH AND INTO
F.M. II, LTD.**

The following Articles of Merger are being submitted in accordance with Section 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
F.M. Limited Partnership II 1320 S. Dixie Highway, Suite 1060 Coral Gables, Florida 33146 Florida Document/Registration No. NONE Federal Employer ID No. 83-0338153	Virginia	Limited Partnership
F.M. II, Ltd. 1320 S. Dixie Highway, Suite 1060 Coral Gables, Florida 33146 Florida Document Registration No. A04000000230 Federal Employer ID No. <u>20-4007149</u>	Florida	Limited Partnership

SECTION 620.203
MERGERS OF STATE
FLORIDA
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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
F.M. II, Ltd. 1320 S. Dixie Highway, Suite 1060 Coral Gables, Florida 33146 Florida Document Registration No. A04000000230 Federal Employer ID No. <u>20-4007149</u>	Florida	Limited Partnership

THIRD: The attached Plan of Merger meets the requirements of Section 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any

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obligation or rights of any dissenting partners of each domestic limited partnership that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting partners domestic limited partnership that is a party to the merger the amount, if any, to which they are entitled under section 620.205 Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each person that as a result of the merger is now a general partner of the surviving entity pursuant to section 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership that is a party to the merger.

NINTH: The merger shall become effective as of December 31, 2005.

TENTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

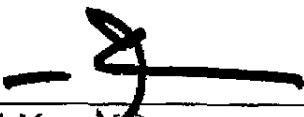
The undersigned have executed these Articles of Merger as of December 28, 2005.

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TALLAHASSEE, FLORIDA

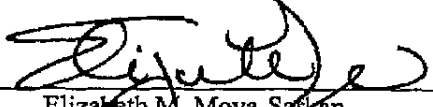
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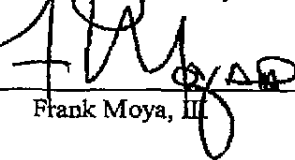
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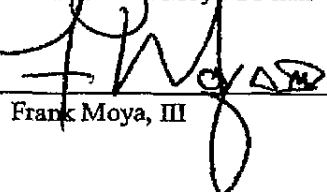
By: 
Frank Moya, M.D.

By: 
Frank Moya, M.D.

By: 
Elizabeth M. Moya-Sarkan

By: 
Elizabeth M. Moya-Sarkan

By: 
Frank Moya, III

By: 
Frank Moya, III

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 620.202, is being submitted in accordance with Section 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
F.M. Limited Partnership II	Virginia
F.M. II, Ltd.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
F.M. II, Ltd.	Florida

THIRD: The terms and conditions of the merger are as follows:

F.M. Limited Partnership II shall be merged with and into F.M. II, Ltd.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The capital accounts of each partner of each merged party shall be added to the capital accounts of said partner in the surviving party. No other change shall be made in the partnership interest of any partner, and no other consideration shall be paid to any partner of any merging party.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a partnership or limited partnership is the surviving entity, the names and addresses of the general partners are as follows:

Names and Addresses of General Partners

Frank Moya, M.D.
1320 S. Dixie Highway, Suite 1060
Coral Gables, Florida 33146

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TALLAHASSEE, FLORIDA

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Elizabeth M. Moya-Sarkan
1320 S. Dixie Highway, Suite 1060
Coral Gables, Florida 33146

Frank Moya, III
1320 S. Dixie Highway, Suite 1060
Coral Gables, Florida 33146

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

NONE

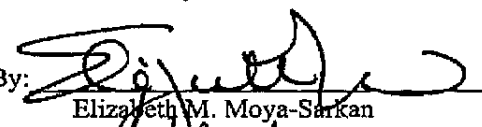
The undersigned have executed this Plan of Merger as of December 28, 2005.

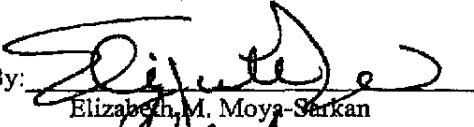
F.M. Limited Partnership II

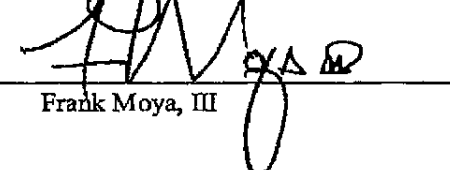
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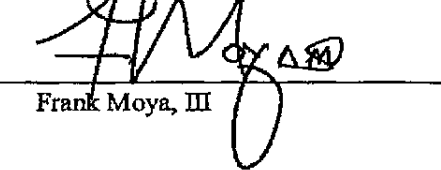
By: 
Frank Moya, M.D.

By: 
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By: 
Elizabeth M. Moya-Sarkan

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Frank Moya, III

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