



H19574

ACCOUNT NO. : 072100000032

REFERENCE : 695251 9104A

AUTHORIZATION :

COST LIMIT : \$ 315.00

Patricia Pizutto

ORDER DATE : February 5, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 695251-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight
Suite 3005
510 Vonderburg Drive
Brandon, FL 33511

900002422449--6

RECEIVED
98 FEB -5 AM 11:31
DIVISION OF CORPORATION

ARTICLES OF MERGER

GEORGE THOMAS, M.D., P.A.
ALBERTO E. MONTALVO, M.D., P.A.
ANTHONY T. PIZZO, JR., M.D. P.A.
BALLARD F. SMITH, JR., M.D., P.A.
PHILLIP D. TROVER, M.D., P.A.

INTO

BRADENTON CARDIOLOGY CENTER,
P.A.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY ~~2 COPIES~~
PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

TU

FILED
98 FEB -5 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TLL FEB 5 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEORGE THOMAS, M.D., P.A., a Florida corporation, 673001

ALBERTO E. MONTALVO, M.D., P.A., a Florida corporation, L09178

ANTHONY T. PIZZO, JR., M.D., P.A., a Florida corporation, V64904

BALLARD F. SMITH, JR., M.D., P.A., a Florida corporation, 572345

PHILIP D. TROYER, M.D., P.A., a Florida corporation, P94000055076

INTO

BRADENTON CARDIOLOGY CENTER, P.A., a Florida corporation, H19574

File date: February 5, 1998

Corporate Specialist: Thelma Lewis

Account number: 072100000032

Account charged: 315.00

Revised 1/28/98

ARTICLES OF MERGER

To: Secretary of State
Department of State
Tallahassee, Florida

Date: January 30, 1998

FILED
98 FEB -5 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of the Florida Business Corporation Act, Section 607.1101, the undersigned:

a. **Bradenton Cardiology Center, P.A.**, a corporation organized under the laws of the State of Florida, with its principal office located at 203 Third Avenue East, Bradenton, Florida 34208, hereinafter sometimes called the **Surviving Corporation**, with

b. **George Thomas, M.D., P.A.**, **Alberto E. Montalvo, M.D., P.A.**, **Anthony T. Pizzo, Jr., M.D., P.A.**, **Ballard F. Smith, Jr., M.D., P.A.**, and **Philip D. Troyer, M.D., P.A.**, each corporations organized under the laws of the State of Florida, with principal offices located at 203 Third Avenue East, Bradenton, Florida 34208, hereinafter each sometimes individually called the **Absorbed Corporation**, and collectively called the **Absorbed Corporations**, adopt the following "Articles of Merger" for the purposes of merging the Absorbed Corporations into the Surviving Corporation:

1. Application of State Laws. The laws of the State of Florida permit this merger.
2. Constituent Corporations. For purposes of the Merger, the Surviving Corporation and the Absorbed Corporations are the constituent corporations.
3. Surviving Corporation. The name of the surviving corporation is **Bradenton Cardiology Center, P.A.**
4. Adoption and Approval of Plan of Merger by Constituent Corporations and Shareholders. The Plan of Merger has been adopted by each of the constituent corporations. The Plan of Merger was adopted as part of the **AGREEMENT AND PLAN OF MERGER** entered into by the Surviving and Absorbed Corporations as of January 29, 1998. All of the shares of each of the constituent corporations entitled to vote voted in favor of the Plan of Merger. The votes of shareholders of each of the constituent corporations were sufficient for approval of the Plan of Merger and Articles of Merger.

5. Definitions. For purposes of these Articles of Merger and the Plan of Merger:

a. Effective Date means the date these Article of Merger are filed with the Secretary of State of Florida, or if later, February 1, 1998.

b. Merger means the statutory merger of the constituent corporations affected by these Articles of Merger.

c. Unless otherwise identified, Stockholders means the stockholders of each Absorbed Corporation.

6. Plan of Merger. The Plan of Merger provides as follows:

PLAN OF MERGER

Upon the Effective Date, and upon the prompt filing of the Articles of Merger with the Secretary of the State of Florida:

a. Bradenton Cardiology Center, P.A. will be the Surviving Corporation in the Merger, and the separate existence of Surviving Corporation and all of its rights, privileges, immunities and franchises, public and private, and all of its duties and liabilities as a corporation will continue unaffected by the Merger.

b. Each Absorbed Corporation shall be merged into Surviving Corporation and the separate existence of each Absorbed Corporation shall thereupon cease in accordance with the applicable laws of the State of Florida.

c. The Merger shall have the affects specified in the Florida Business Corporation Act, Chapter 607, Florida Statutes. On the Effective Date of the Merger:

i. Surviving Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of each Absorbed Corporation; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to each Absorbed Corporation shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any property or any interest therein, vested in each Absorbed Corporation shall not revert or be in any way impaired by reason of the Merger.

ii. The Surviving Corporation shall be deemed responsible and liable for all the liabilities and obligations of the Absorbed Corporations; and any claims existing by or against

a Absorbed Corporation may be prosecuted to judgment as if the Merger had not taken place, or Surviving Corporation may be substituted in place of each Absorbed Corporation. The rights of the creditors shall not be impaired by the Merger. The Surviving Corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the Absorbed Corporations.

d. The Certificate of Incorporation of the Surviving Corporation immediately before the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation upon the effectiveness of the Merger. Provided, however, Article XI, Preemptive Rights, is revoked and the Article IV, Capital Stock, of the Certificate of Incorporation is amended in accordance with the following:

"Article IV

"CAPITAL STOCK

"This Corporation is authorized to issue 10,000,000 shares of \$0.01 par value common stock. Each of the shares, when issued and outstanding, shall be identical in all respects and have equal rights and privileges. Shares of the Corporation's stock and certificates therefor shall be issued only to persons duly licensed (and in good standing) or otherwise legally authorized within the State of Florida to render the same professional service as this Corporation."

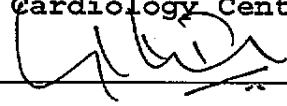
e. Upon the effectiveness of the Merger, each issued and outstanding share of Class A and Class B share of stock of the Surviving Corporation shall be converted into one (1) share of \$0.01 par value common stock.

f. Upon the Effective Date, by virtue of the Merger and without any action on the part of any Stockholder, all shares of issued and outstanding stock of each Absorbed Corporation shall cease to exist.

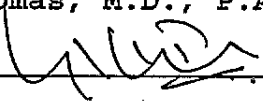
g. Upon the Effective Date, and the effectiveness of the Merger, Surviving Corporation shall issue and deliver **Fifty Thousand (50,000)** Shares to the Stockholders, Ten Thousand (10,000) Shares to each Stockholder as conversion for all of the issued and outstanding shares of stock of the Absorbed Corporations. All shares of issued and outstanding stock of the Absorbed Corporations shall cease to exist upon the Merger.

IN WITNESS WHEREOF, the Surviving Corporation and each Absorbed Corporation have executed these Articles of Merger on the day and year first above written.

Bradenton Cardiology Center, P.A.

By: 

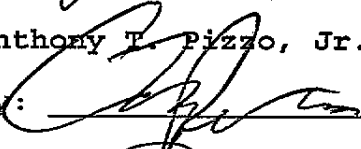
George Thomas, M.D., P.A.

By: 

Alberto E. Montalvo, M.D., P.A.

By: 

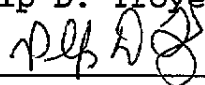
Anthony T. Pizzo, Jr., M.D., P.A.

By: 

Ballard F. Smith, Jr., M.D., P.A.

By: 

Philip D. Troyer, M.D., P.A.

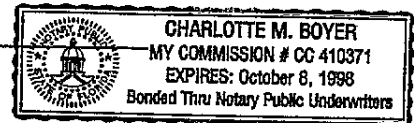
By: 

Acknowledgements

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Merger was acknowledged before me this 2nd day of February, 1998 by George Thomas, President of Bradenton Cardiology Center, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

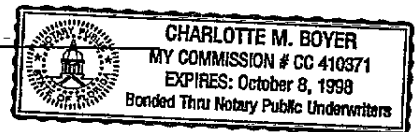
Charlotte M. Boyer
NOTARY PUBLIC
NAME: Charlotte M. Boyer
SERIAL NUMBER: CC 410371



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Merger was acknowledged before me this 2nd day of February, 1998 by George Thomas President of George Thomas, M.D., P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

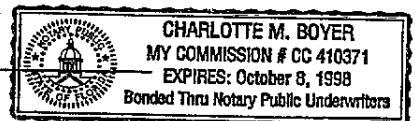
Charlotte M. Boyer
NOTARY PUBLIC
NAME: Charlotte M. Boyer
SERIAL NUMBER: CC 410377



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Merger was acknowledged before me this 2nd day of February, 1998 by Alberto E. Montalvo, President of Alberto E. Montalvo, M.D., P.A. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

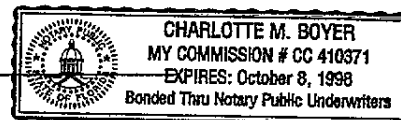
Charlotte M. Boyer
NOTARY PUBLIC
NAME: Charlotte M. Boyer
SERIAL NUMBER: CC 410377



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Merger was acknowledged before me this 2nd day of February, 1998 by Anthony T. Pizzo, Jr., President of Anthony T. Pizzo, Jr., M.D., P.A. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

Charlotte M. Boyer
NOTARY PUBLIC
NAME: CHARLOTTE
SERIAL NUMBER: CC 410371



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Merger was acknowledged before me this 2nd day of February, 1998 by Ballard F. Smith, Jr., President of Ballard F. Smith, Jr., M.D., P.A. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

Charlotte M. Boyer
NOTARY PUBLIC
NAME: CHARLOTTE M. BOYER
SERIAL NUMBER: CC 410371



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Merger was acknowledged before me this 2nd day of February, 1998 by Philip D. Troyer, President of Philip D. Troyer, M.D., P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification.

Charlotte M. Boyer
NOTARY PUBLIC
NAME: CHARLOTTE M. BOYER
SERIAL NUMBER: CC 410371

