

L03000022275

REFERENCE NUMBER

TELEPHONE
954-351-2265

COMMUNITY BANK OF BROWARD

2929 E COMMERCIAL BLVD RM 506

FORT LAUDERDALE FL 33308-4131

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

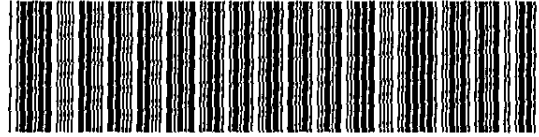
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2005 JAN 20 P 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 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:

Name and Street Address	Jurisdiction	Entity Type
1. AZTEC MEDICAL SERVICES, LTD 7955 NW 12 STREET #405 MIAMI FLORIDA 33126	FLORIDA	LIMITED LIABILITY PARTNERSHIP

Florida Document/Registration Number: A97000001015 FEI Number: 65 0741921

2. AZTEC MEDICAL SERVICES, LLC 7955 NW 12 STREET #405 MIAMI FLORIDA 33126	FLORIDA	LIMITED LIABILITY COMPANY
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Florida Document/Registration Number: L03000022275 FEI Number: N/A NOT APPLIED FOR

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

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(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>AHEC MEDICAL SERVICES LLC</u> <u>7955 NW 2212 STREET #405</u> <u>MIAMI FL 33126</u>	<u>FLORIDA</u>	<u>LIMITED</u> <u>LIABILITY</u> <u>COMPANY</u>

Florida Document/Registration Number LD3000022275 FEI Number: 650741921

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) 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 obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company 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 shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.434, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 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 or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State



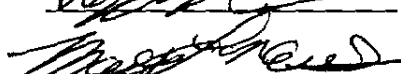

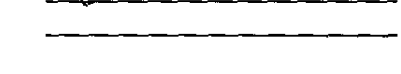
OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
AZTEC MEDICAL SERVICES, LTD		Aztec Medical Services, Inc By MARTIN L. MADORSKY
		MARTIN L. MADORSKY
		LAZARUS Consulting Services, Inc By William L. Pinnauro
AZTEC MEDICAL SERVICES, LLC		MARTIN L. MADORSKY
		WILLIAM L. PINNAURO

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
AZTEC MEDICAL SERVICES LTD	Florida
AZTEC MEDICAL SERVICES LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
AZTEC MEDICAL SERVICES LLC	Florida

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

AZTEC MEDICAL SERVICES LLC will maintain the TPA license. Change of ownership to 50%, 50% William L. Pinturo in place of his company Lazarus Consulting. Change of ownership to MARTIN K. MADORSKY in place of AZTEC MEDICAL SERVICES LLC + MARTIN MADORSKY. Therefore, going from Limited Liability Partnership to Limited Liability Company.

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TALLAHASSEE, FLORIDA
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END

(Attach additional sheet(s) if necessary)

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:

NO CASH EXCHANGE AGREEMENT TO BE OWNERSHIP AS FOLLOWS
50% = MARTIN L. MADORSKY
50% = WILLIAM L. PINTURO

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:

50% = MARTIN L. MADORSKY
50% WILLIAM L. PINTURO

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

NOT SURVIVING ENTITY

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2005 JAN 20 11:15
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TALLAHASSEE FLORIDA

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:

MARTIN L. MADORSKY
7955 NW 12 STREET #405
MIAMI FL 33124

William L. Pinturo
7955 NW 12 STREET #405
MIAMI FL 33124

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: *M*

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

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)