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6/1/10



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 17 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: STEVEN MACHLIN, M.D., L.L.C.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

STEVEN MACHLIN

Contact Person

STEVEN MACHLIN, M.D., L.L.C.

Firm/Company

6820 PORTO FINO CIRCLE, SUITE 1

Address

FORT MYERS, FLORIDA 33912

City, State and Zip Code

rosiesausage1@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gene R. Solomon, CPA

Name of Contact Person

at (239)

Area Code and Daytime Telephone Number

939-5303

☐

Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
S AND L, L.L.C.	FLORIDA	LLC <u>103-38593</u>
STEVEN MACHLIN, M.D., L.L.C.	FLORIDA	LLC <u>103-38585</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
STEVEN MACHLIN, M.D., L.L.C.	FLORIDA	LLC

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TALLAHASSEE, FLORIDA

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

EFFECTIVE DATE 6/1/10

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

JUNE 1, 2010

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 6820 PORTO FINO CIRCLE,

SUITE #1

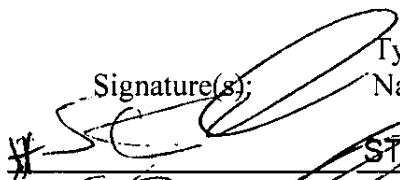

FORT MYERS, FL 33912

Mailing address: SAME

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TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
S AND L, L.L.C.		STEVEN MACHLIN
STEVEN MACHLIN, M.D. L.L.C.		STEVEN MACHLIN

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>S AND L, L.L.C.</u>	<u>FLORIDA</u>	<u>LLC</u>
<u>STEVEN MACHLIN, M.D. L.L.C</u>	<u>FLORIDA</u>	<u>LLC</u>

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>STEVEN MACHLIN, M.D. L.L.C.</u>	<u>FLORIDA</u>	<u>LLC</u>

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

S AND L, L.L.C., SHALL MERGE INTO AND BECOME PART OF STEVEN
MACHLIN, M.D., L.L.C., AS THE SURVIVING ENTITY. THE SINGLE MEMBER/
SOLE OWNER OF STEVEN MACHLIN, M.D., L.L.C., SHALL REMAIN TO BE
STEVEN MACHLIN, M.D., OF FORT MYERS, FLORIDA.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

STEVEN MACHLIN, M.D., AS SOLE MEMBER

(Attach additional sheet if necessary)

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

STEVEN MACHLIN, M.D., AS SOLE OWNER OF EACH ENTITY (STEVEN

MACHLIN, M.D., L.L.C., AND S AND L, L.L.C.), WILL REMAIN THE THE

SOLE OWNER AND SINGLE MEMBER OF STEVEN MACHLIN, M.D., L.L.C.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

NONE

(Attach additional sheet if necessary)

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