

LO4000038523

2004 JUN -7 P 2: 03

SECRETARY OF STATE

(Requestor's Name) TALLAHASSEE, FLORIDA

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**TRANSMITTAL LETTER FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: OVIEDO PEDIATRICS, P. A. INTO OVIEDO PEDIATRICS, PLC**

Enclosed are an original and one (1) copy of the Article of Merger/ Plan of Merger regarding the above-captioned professional limited liability company and a check for:

\$60.00 Filing Fee

**FROM: I. MICHAEL TUCKER**  
**LAW OFFICE OF I. MICHAEL TUCKER, P.L.C.**  
SunTrust Bank Building, Suite 100  
498 Palm Springs Drive  
Altamonte Springs, Florida 32701  
Telephone: 407-977-8836  
Facsimile: 407-977-5252

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**ARTICLES OF MERGER**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. OVIEDO PEDIATRICS, P. A.</u> <u>2959 ALAFAYA TRAIL</u> <u>SUITE 101</u> <u>OVIEDO, FLORIDA 32765</u>	<u>FLORIDA</u>	<u>PROF. CORP.</u>
Florida Document/Registration Number: <u>V58840</u>		FEI Number: <u>593139003</u>
<u>2. OVIEDO PEDIATRICS, PLC</u> <u>2959 ALAFAYA TRAIL</u> <u>SUITE 101</u> <u>OVIEDO, FLORIDA 32765</u>	<u>FLORIDA</u>	<u>PROF. LLC</u>
Florida Document/Registration Number: <u>L04000038523</u>		FEI Number: <u>APPLIED FOR</u>
<u>3.</u> _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
<u>4.</u> _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____

*(Attach additional sheet(s) if necessary)*

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name and Street Address

Jurisdiction

Entity Type

OVIEDO PEDIATRICS, PLC

FLORIDA

PROF. LLC

2959 ALAFAYA TRAIL

SUITE 101

OVIEDO, FLORIDA 32765

Florida Document/Registration Number: L04000038523

FEI Number: APPLIED FOR

**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 608.4384, 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.

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NINTH:** The merger shall become effective as of:

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

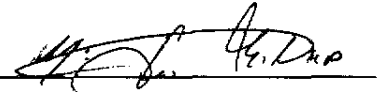
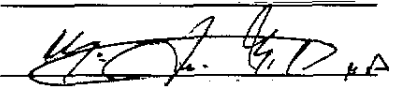
**OR**

\_\_\_\_\_  
(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>
<u>OVIEDO PEDIATRICS, P. A.</u>		<u>MARIA L. MILLER, M.D.</u>
<u>OVIEDO PEDIATRICS, PLC</u>		<u>MARIA L. MILLER, M.D.</u>
_____	_____	_____
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*(Attach additional sheet(s) if necessary)*

## PLAN OF MERGER

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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.

SECRETARY OF STATE  
ALEXANDER PASSE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
OVIEDO PEDIATRICS, P. A.	FLORIDA
OVIEDO PEDIATRICS, PLC	FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
OVIEDO PEDIATRICS, PLC	FLORIDA

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

OVIEDO PEDIATRICS, PLC WILL ASSUME ALL OF THE ASSETS AND OBLIGATIONS OF OVIEDO PEDIATRICS, P. A. THE SOLE SHAREHOLDER OF OVIEDO PEDIATRICS, P. A. SHALL BECOME THE MANAGING MEMBER AND SOLE MEMBER OF OVIEDO PEDIATRICS, PLC.

*(Attach additional sheet(s) if necessary)*

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STATE OF FLORIDA  
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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

ALL INTEREST, SHARES, OBLIGATIONS OR OTHER SECURITIES OF OVIEDO PEDIATRICS, P. A. SHALL BECOME INTERESTS, SHARE, OBLIGATIONS OR OTHER SECURITIES OF OVIEDO PEDIATRICS, PLC. ALL PROPERTY OF OVIEDO PEDIATRICS, P. A. SHALL BECOME THE PROPERTY OF OVIEDO PEDIATRICS, PLC. THERE IS NO CASH INVOLVED IN THIS MERGER.

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:

ALL RIGHTS TO ACQUIRE INTERESTS, SHARES, OBLIGATIONS OR OTHER SECURITIES UNDER OVIEDO PEDIATRICS, P. A. SHALL BE CONVERTED INTO RIGHTS TO ACQUIRE INTERESTS, SHARES OBLIGATIONS OR OTHER SECURITIES UNDER OVIEDO PEDIATRICS, PLC.

*(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 APPLICABLE

**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:

MARIA L. MILLER, M. D.  
MANAGING MEMBER  
2959 ALAFAYA TRAIL  
SUITE 101  
OVIEDO, FLORIDA 32765

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

NOT APPLICABLE

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

NONE

*(Attach additional sheet(s) if necessary)*



FILED

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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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. OVIEDO PEDIATRICS, P. A. 2959 ALAFAYA TRAIL SUITE 101 OVIEDO, FLORIDA 32765 Florida Document/Registration Number: V58840	FLORIDA	PROF. CORP.  FEI Number: 593139003
2. OVIEDO PEDIATRICS, PLC 2959 ALAFAYA TRAIL SUITE 101 OVIEDO, FLORIDA 32765 Florida Document/Registration Number: L04000038523	FLORIDA	PROF. LLC  FEI Number: APPLIED FOR
3. _____ _____ _____ Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____ Florida Document/Registration Number: _____		FEI Number: _____

*(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>OVIEDO PEDIATRICS, PLC</u> <u>2959 ALAFAYA TRAIL</u> <u>SUITE 101</u> <u>OVIEDO, FLORIDA 32765</u>	<u>FLORIDA</u>	<u>PROF. LLC</u>

Florida Document/Registration Number: L04000038523 FEI Number: APPLIED FOR

**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 608.4384, 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.

**NINTH:** The merger shall become effective as of:

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

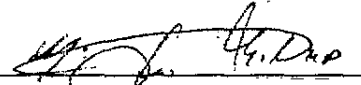
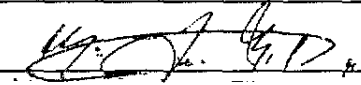
**OR**

\_\_\_\_\_.  
(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.)*

Name of Entity	Signature(s)	Typed or Printed Name of Individual
OVIEDO PEDIATRICS, P. A.		MARIA L. MILLER, M.D.
OVIEDO PEDIATRICS, PLC		MARIA L. MILLER, M.D.

*(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>
OVIEDO PEDIATRICS, P. A.	FLORIDA
OVIEDO PEDIATRICS, PLC	FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
OVIEDO PEDIATRICS, PLC	FLORIDA

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

OVIEDO PEDIATRICS, PLC WILL ASSUME ALL OF THE ASSETS AND OBLIGATIONS OF OVIEDO PEDIATRICS, P. A. THE SOLE SHAREHOLDER OF OVIEDO PEDIATRICS, P. A. SHALL BECOME THE MANAGING MEMBER AND SOLE MEMBER OF OVIEDO PEDIATRICS, PLC.

*(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:

ALL INTEREST, SHARES, OBLIGATIONS OR OTHER SECURITIES OF OVIEDO PEDIATRICS, P. A. SHALL BECOME INTERESTS, SHARE, OBLIGATIONS OR OTHER SECURITIES OF OVIEDO PEDIATRICS, PLC. ALL PROPERTY OF OVIEDO PEDIATRICS, P. A. SHALL BECOME THE PROPERTY OF OVIEDO PEDIATRICS, PLC. THERE IS NO CASH INVOLVED IN THIS MERGER.

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:

ALL RIGHTS TO ACQUIRE INTERESTS, SHARES, OBLIGATIONS OR OTHER SECURITIES UNDER OVIEDO PEDIATRICS, P. A. SHALL BE CONVERTED INTO RIGHTS TO ACQUIRE INTERESTS, SHARES OBLIGATIONS OR OTHER SECURITIES UNDER OVIEDO PEDIATRICS, PLC.

*(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:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
NOT APPLICABLE	

**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:

MARIA L. MILLER, M. D.  
MANAGING MEMBER  
2959 ALAFAYA TRAIL  
SUITE 101  
OVIEDO, FLORIDA 32765

**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:

NOT APPLICABLE

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

NONE

*(Attach additional sheet(s) if necessary)*