

L08000015183

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**MERGER OR SHARE EXCHANGE
USACS of Florida, LLC**

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ARTICLES OF MERGER

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The following Articles of Merger are submitted to merge the following Florida Limited Liability Companies in accordance with s. 605.1025, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The names and jurisdictions of formation of each of the merging parties are as follows:

TB MERGER SUB, LLC, a Florida limited liability company
(Document Number L15000203218) ("Merging Entity").

USACS OF FLORIDA, LLC, a Florida limited liability company
(Document Number L08000015183) (the "Surviving Company").

SECOND: The surviving entity is USACS OF FLORIDA, LLC, a Florida limited liability company.

THIRD: The merger has been authorized and approved by the Surviving Company and the Merging Entity in accordance with applicable provisions of ss. 605.1021 – 605.1026, Florida Statutes, and by each member thereof who, as a result of the merger, will have interest holder liability under s. 605.1023(1)(b), Florida Statutes, and whose approval is required.

FOURTH: At the effective time of the merger, the Articles of Organization of the Surviving Company shall be amended and restated as set forth in Exhibit A attached hereto.

FIFTH: The Surviving Company agrees to pay any members of any constituent entity with appraisal rights the amount to which members with appraisal rights are entitled under ss. 605.1006 and 605.1061 – 605.1072, Florida Statutes.

SIXTH: The merger is to become effective as of 12:01:01 a.m. Eastern Time (United States of America) on January 1, 2016.

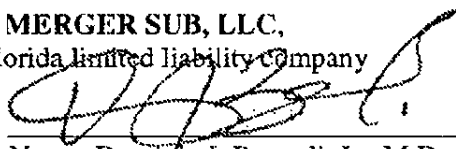
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IN WITNESS WHEREOF, each of the merging parties has caused these Articles of Merger to be executed on its behalf by its duly authorized representative to be effective as of 12:01:01 a.m. Eastern Time (United States of America) on January 1, 2016.

TB MERGER SUB, LLC,
a Florida limited liability company

By: 

Name: Dominic J. Bagnoli, Jr., M.D.
Title: President and Chief Executive
Officer

USACS OF FLORIDA, LLC,
a Florida limited liability company

By: _____

Name: Brian M. Baker
Title: Chief Executive Officer

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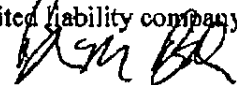
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IN WITNESS WHEREOF, each of the merging parties has caused these Articles of Merger to be executed on its behalf by its duly authorized representative to be effective as of 12:01:01 a.m. Eastern Time (United States of America) on January 1, 2016.

TB MERGER SUB, LLC,
a Florida limited liability company

By: _____
Name: _____
Title: _____

USACS OF FLORIDA, LLC,
a Florida limited liability company

By:  _____
Name: Brian M. Baker
Title: Chief Executive Officer

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EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
USACS OF FLORIDA, LLC

See Attached

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EXHIBIT A**AMENDED AND RESTATED ARTICLES OF ORGANIZATION****OF****USACS OF FLORIDA, LLC**

These Amended and Restated Articles of Organization for USACS OF FLORIDA, LLC are being filed pursuant to Section 605.0202 of the Florida Statutes and hereby amend and restate, in their entirety, the Articles of Organization filed with the Florida Secretary of State on February 12, 2008 (as amended December 31, 2015) under Document Number L08000015183.

1. Name. The name of this limited liability company is USACS OF FLORIDA, LLC (the "Company").

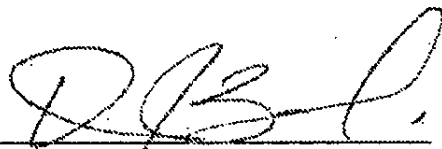
2. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.

3. Place of Principal Office. The mailing and street address of the Company's principal office is 12479 Telecom Drive, Tampa, FL 33637.

4. Registered Agent and Office. The Florida street address of the Company's registered agent is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the Company's registered agent is C T Corporation System.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 8.17.155, F.S..

To be effective as of 12:01:01 a.m. Eastern Time (United States of America) on January 1, 2016.

By: 

Name: Dominic J. Bagnoli, Jr., M.D.

Title: Chief Executive Officer and Authorized Representative

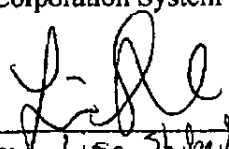
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for USACS of Florida, LLC at the place designated in these Amended and Restated Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

C T Corporation System

By: Name: Lisa ShreedTitle: V.P.

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