

Division of Corporations

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MERGER OR SHARE EXCHANGE

GERALD A. NIEDZWIECKI, M.D., P.A.

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ARTICLES OF MERGER

Pursuant to the provisions of Florida Statutes Section 607.1109 and 608.4382, the undersigned corporation and limited liability company adopt the following Articles of Merger for the purpose of merging into one corporation:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving party as follows:

<u>Name of Corporation and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gerald A. Niedzwiecki, M.D., P.A.	Florida	Corporation
Florida Document Registration Number: P01000061534		FEI Number: 593727126

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party as follows:

<u>Name of Corporation and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Advanced Vein & Laser Center, LLC	Florida	L.L.C.
Florida Document Registration Number: L03000012722		FEI Number: 90-0069052

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

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of the limited liability company that is a party to the merger.

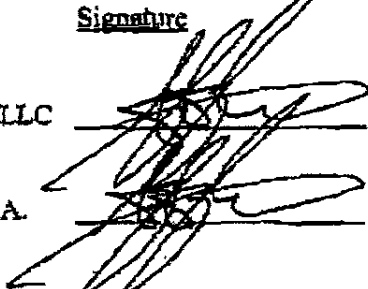
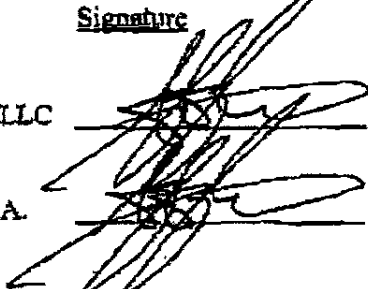
FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

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**SEVENTH: SIGNATURE FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed Name of Individual</u>
Advanced Vein & Laser Center, LLC		Gerald A. Niedzwiecki, as its sole Member
Gerald A. Niedzwiecki, M.D., P.A.		Gerald A. Niedzwiecki, as its President and Sole Shareholder

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**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 and 608.4381, is being submitted in accordance with section(s) 607.1108 and 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Advanced Vein & Laser Center, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Gerald A. Niedzwiecki, M.D., P.A.	Florida

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

- A. **Effective Date.** The plan of merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State, at which date the separate existence of Advanced Vein & Laser Center, LLC shall cease and Advanced Vein & Laser Center, LLC shall be merged into the surviving corporation, Gerald A. Niedzwiecki, M.D., P.A.
- B. **Articles of Incorporation.** The Articles of Incorporation of the surviving corporation, Gerald A. Niedzwiecki, M.D., P.A. in existence at the effective date of this plan of merger shall be the Articles of Incorporation of the surviving corporation, Gerald A. Niedzwiecki, M.D., P.A. until the same shall be altered or amended in accordance with the provisions thereof.
- C. **Bylaws.** The Bylaws of the surviving corporation, Gerald A. Niedzwiecki, M.D., P.A., in existence at the effective date of this plan of merger shall be the Bylaws of the surviving corporation, Gerald A. Niedzwiecki, M.D., P.A., until the same shall be altered or amended in accordance with the provisions thereof.
- D. **Exchange of Shares/ Membership Interests.** At the effective date of this plan of merger, all of the issued and outstanding membership interests of Advanced Vein & Laser Center, LLC shall be exchanged for 100 shares of the \$1.00 par value Common Stock of the surviving corporation, Gerald A. Niedzwiecki, M.D., P.A.

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