

P93000000876

LAW OFFICES OF
MARC R. GOLDSTEIN, P.A.

1500 CORPORATE CENTER WAY
SUITE 102
WELLINGTON, FLORIDA 33414-8598

MARC R. GOLDSTEIN*
LANCE C. IVEY

*ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

(561) 791-9898
FACSIMILE (561) 795-5905

OF COUNSEL

NICOLETTI-BUFFY

BOYCE & EDWARDS, P.A.

900002400919--4
-01/15/98--01010--006

*****52.50 *****52.50

January 12, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

900002400919--4
-01/15/98--01010--007
*****70.00 *****70.00

RE: Filing of Articles of Merger for Orthopedic Equipment and Management
Services, Inc., and Palm Beach Orthopedic Associates, P.A.

Dear Sir/Madam:

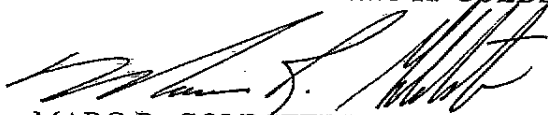
Enclosed please find the following for filing regarding the above-referenced merger:

1. Original and two copies of Articles of Merger;
2. Original and two copies of Plan of Merger;
3. Filing fee in the amount of \$70.00;
4. Check in the amount of \$52.50 for a certified copy of the documents referenced above.

Should you have any questions please do not hesitate to contact our office. Thanking you in advance for your forthcoming cooperation.

Very truly yours,

LAW OFFICES OF MARC R. GOLDSTEIN


MARC R. GOLDSTEIN, ESQUIRE

MRG:dcam

Enclosures: (as stated)

Merger

VS FEB 17 1998

FILED
FEB 13 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ORTHOPAEDIC EQUIPMENT & MANAGEMENT SERVICES, P.A., a Florida
corporation, K10920

INTO

PALM BEACH ORTHOPAEDIC ASSOCIATES, P.A., a Florida corporation,
P93000000876

File date: February 13, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 21, 1998

MARK R. GOLDSTEIN, ESQ.
1500 CORPORATE CENTER WAY
SUITE 102
WELLINGTON, FL 33414-8598

SUBJECT: PALM BEACH ORTHOPAEDIC ASSOCIATES, P.A.
Ref. Number: P93000000876

We have received your document for PALM BEACH ORTHOPAEDIC ASSOCIATES, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show the name of the merging corporation to be as shown on the attached print out, please correct your document accordingly where ever the name may appear.

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 998A00003137

RECEIVED
98 JAN 28 AM 8:39
DIVISION OF CORPORATIONS

**LAW OFFICES OF
MARC R. GOLDSTEIN, P.A.**

1500 CORPORATE CENTER WAY
SUITE 102
WELLINGTON, FLORIDA 33414-8598

MARC R. GOLDSTEIN*
LANCE C. IVEY

DORLYNNE C.A. MAYNOR
Legal Assistant

(561) 791-9898
FACSIMILE (561) 795-5905

*ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

OF COUNSEL
NICOLETTI, DUFFY
PONCY & EDWARDS, P.A.

January 25, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Merger for Orthopaedic Equipment & Management
Services, Inc., and Palm Beach Orthopaedic Associates, P.A.

Dear Sir/Madam:

Enclosed please find the following for filing regarding the above-referenced merger pursuant to your letter of January 21, 1998:

1. Original and two copies of Articles of Merger;
2. Original and two copies of Plan of Merger;

This will confirm that you have received our checks in the amount of \$122.50.

Should you have any questions please do not hesitate to contact our office. Thanking you in advance for your forthcoming cooperation.

Very truly yours,

LAW OFFICES OF MARC R. GOLDSTEIN, P.A.


Marc R. Goldstein, Esquire

MRG:ljh
Enclosures: (as stated)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1998

MARC C. GOLDSTEIN, ESQ.
1500 CORPORATE CENTER WAY
SUITE 102
WELLINGTON, FL 33414-8598

SUBJECT: PALM BEACH ORTHOPAEDIC ASSOCIATES, P.A.
Ref. Number: P93000000876

We have received your document for PALM BEACH ORTHOPAEDIC ASSOCIATES, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

In other words an Inc. and a P.A. cannot merge. You can file an amendment and change the name and the purpose of the business of the Inc. see attached forms, if you do this be sure you change the name on your merger document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 598A00005171

RECEIVED
98 FEB 13 AM 10:35
DIVISION OF CORPORATIONS

**LAW OFFICES OF
MARC R. GOLDSTEIN, P.A.**

1500 CORPORATE CENTER WAY
SUITE 102
WELLINGTON, FLORIDA 33414-8598

MARC R. GOLDSTEIN*
LANCE C. IVEY

*ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

(561) 791-9898
FACSIMILE (561) 795-5905

OF COUNSEL
NICOLETTI DUFFY
PONCY & EDWARDS, P.A.

February 11, 1998

VIA CERTIFIED/RETURN-RECEIPT REQUESTED

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: **Filing of Articles of Merger for Orthopaedic Equipment & Management
Services, P.A., and Palm Beach Orthopedic Associates, P.A.**

Dear Sir/Madam:

Enclosed please find the following for filing regarding the above-referenced matter:

1. Original and two copies of Articles of Amendment to Articles of Incorporation for Orthopaedic Equipment & Management Services, Inc.;
2. Check in the amount of \$35.00 for the filing of the Articles of Amendment;
3. Original and two copies of Articles of Merger;
4. Original and two copies of Plan of Merger;
5. Filing fee was previously forwarded in my January 25, 1998 correspondence in the amount of \$70.00;
6. Check in the amount of \$52.50 was previously forwarded in my January 25, 1998 correspondence for a certified copy of the Articles and Plan of Merger;
7. Your letter of January 29, 1998 communicating the items that needed to be corrected prior to your acceptance of this package.

I hope you will find all of the enclosed in correct form. Should you have any questions please do not hesitate to contact our office. Thanking you in advance for your forthcoming cooperation.

Very truly yours,

LAW OFFICES OF MARC R. GOLDSTEIN



MARC R. GOLDSTEIN, ESQUIRE

MRG:dcam
Enclosures: (as stated)

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging:

FILED
98 FEB 13 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The names of the corporations which are parties to the within merger are Orthopaedic Equipment & Management Services, P.A., and Palm Beach Orthopaedic Associates, P.A. Palm Beach Orthopaedic Associates, P.A. is the surviving corporation.

2. On February 5, 1998, the following Plan of Merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and the number of shares of each class entitled to vote as a class, or as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Orthopaedic Equipment & Management Services, P.A.	1,000	Common Stock	1,000
Palm Beach Orthopaedic Associates, P.A.	10,000	Common Stock	10,000

4. As to each of the undersigned corporations, the total number of shares voted or against the plan, respectively, or as follows:

<u>Name of Corporation</u>	<u>Voted For</u>	<u>Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Orthopaedic Equipment & Management Services, P.A.	1,000	-0-	Common Stock	1,000	-0-
Palm Beach Orthopaedic Associates, P.A.	10,000	-0-	Common Stock	10,000	-0-

DATED: February 6, 1998

Karen Rinko

Witness

[Signature]

Witness

ORTHOPAEDIC EQUIPMENT & MANAGEMENT
SERVICES, P.A.

By: [Signature]
Bruce M. Fishbane, President/Director

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6th day of February, 1998,
by BRUCE M FISHBANE, who is X personally known to me, OR
_____ has produced _____ as identification.

[Signature]
Notary Public, State of Florida at Large

DAVID DUNN
My Comm Exp. 5/07/99
Bonded By Service Ins
No. CC460568
☒ Personally Known ☐ Other I.D.

PALM BEACH ORTHOPAEDIC ASSOCIATES, P.A.

By: [Signature]
Bruce M. Fishbane, President/Director

Karen Rinko

Witness

[Signature]

Witness

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6th day of February, 1998,
by BRUCE M FISHBANE, who is X personally known to me, OR
_____ has produced _____ as identification.

[Signature]
Notary Public, State of Florida at Large

My Commission Expires:
J. DAVID DUNN
My Comm Exp. 5/07/99
Bonded By Service Ins
No. CC460568
☒ Personally Known ☐ Other I.D.

PLAN OF MERGER

PLAN OF MERGER dated February 5, 1998 between Palm Beach Orthopaedic Associates, P.A., referred to as the surviving corporation, and Orthopaedic Equipment & Management Services, P.A., referred to as the absorbed corporation.

A. Palm Beach Orthopaedic Associates, P.A. is a corporation organized and existing under the laws of the State of Florida with its principle office at 603 Village Boulevard, Suite 300, West Palm Beach, Florida 33409.

B. Palm Beach Orthopaedic Associates, P.A. has a capitalization of Ten Thousand (10,000) shares of common stock with a par value of \$0.001 per share, which Ten Thousand (10,000) shares are issued and outstanding.

C. Orthopaedic Equipment & Management Services, P.A., is a corporation organized and existing under the laws of the State of Florida with its principle office located at 603 Village Boulevard, Suite 300, West Palm Beach, Florida 33409.

D. Orthopaedic Equipment & Management Services, P.A., has capitalization of One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. There are One Thousand (1,000) shares issued and outstanding.

E. The Boards of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Orthopaedic Equipment & Management Services, P.A., be merged into Palm Beach Orthopaedic Associates, P.A. pursuant to the provisions of Section 607.1101 at et. seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants and subject to the terms and conditions set forth

below, the constituent corporations agree as follows:

Section One - *Merger*. Orthopaedic Equipment & Management Services, P.A., shall merge with and into Palm Beach Orthopaedic Associates, P.A., which shall be the surviving corporation. Section Two - *Terms and Conditions*. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all of the rights, privileges, immunities and franchises, and all of the property, real, personal, and mixed of the absorbed corporation, without the necessity for a separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Section Three - *Conversion of Shares*. The manner and basis of converting the shares of the absorbed corporation into shares, rights, obligations, and other securities of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) common stock of Orthopaedic Equipment & Management Services, P.A., issued and outstanding on the effective date of the merger shall be converted into \$0.001 common stock of Palm Beach Orthopaedic Associates, P.A., which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of a fractional shares to which any holder of the common stock of the absorbed corporation or otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based upon the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: after the effective date of the

merger each holder of certificates for shares of common stock in the absorbed corporation shall be surrender and to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the shared certificates, the surviving corporation shall issued and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares in stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interest, any agent shall sell the whole shares and pay over to the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

Section Four - *Changes in Articles of Incorporation.* The Articles of Incorporation of the surviving corporation, Palm Beach Orthopaedic Associates, P.A., shall continue to be its Articles of Incorporation following the effective date of the merger.

Section Five - *Changes in By-Laws.* The By-Laws in the surviving corporation, Palm Beach Orthopaedic Associates, P.A., shall continue to be its By-Laws following the effective date of the merger.

Section Six - *Directors and Officers.* The Directors and Officers of the surviving corporation, Palm Beach Orthopaedic Associates, P.A., on the effective of the merger shall continue as the Directors and Officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven - *Prohibitive Transactions.* Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business and may take all actions necessary or appropriate under the laws of the State of Florida to consummate this merger.

Section Eight - *Approval by Shareholders.* This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida and meetings to be held on or before February 6, 1998.

Section Nine - *Effective Date of Merger.* The effective date of this merger shall be the date when the Articles of Merger are filed by the Florida Department of State.

Section Ten - *Abandonment of Merger.* This plan of merger may be abandoned by action of the Board of Directors of either the surviving or the absorbed corporation any time prior to the effective date of the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before February 6, 1998; or

(b) If, in the judgment of the Board of Directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights of the laws of the State of Florida.

Section Eleven - *Execution of Agreement.* This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals,
attested by the respective secretaries pursuant to the authorization of their respective Boards of
Directors on the date first above written.

Corporate Seal

Attest:

Karen Rinko

Witness

Nancy J. Belz
Witness

Bruce M. Fishbane

BRUCE M. FISHBANE, President/Director
Orthopaedic Equipment & Management Services, P.A.

Karen Rinko

Witness

Nancy J. Belz
Witness

Marsha J. Fishbane

MARSHA J. FISHBANE, Director
Orthopaedic Equipment & Management Services, P.A.

Corporate Seal

Attest:

Karen Rinko

Witness

Nancy J. Belz
Witness

Bruce M. Fishbane

BRUCE M. FISHBANE, President/Director
Palm Beach Orthopaedic Associates, P.A.