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MERGER OR SHARE EXCHANGE  
 COASTAL CARDIOLOGY CONSULTANTS, P.A.

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**ARTICLES OF MERGER  
OF  
CARDIOLOGY ASSOCIATES OF FLORIDA, L. L. C.  
AND  
CARDIOLOGY ASSOCIATES OF CLEARWATER, L. L. C.  
INTO  
COASTAL CARDIOLOGY CONSULTANTS, P.A.**

L02-1735

L02-9961

P94-25596

Pursuant to Sections 607.1104, 607.1105, 608.4382, 608.4383 and 621.13 and of the Florida Statutes, the undersigned entities, CARDIOLOGY ASSOCIATES OF FLORIDA, L. L. C., CARDIOLOGY ASSOCIATES OF CLEARWATER, L. L. C. and COASTAL CARDIOLOGY CONSULTANTS, P.A., adopt the following Articles of Merger for the purpose of merging CARDIOLOGY ASSOCIATES OF FLORIDA, L. L. C. and CARDIOLOGY ASSOCIATES OF CLEARWATER, L. L. C. into COASTAL CARDIOLOGY CONSULTANTS, P.A.

1. **Plan of Merger.** The Plan of Merger setting forth the terms and conditions of the merger of CARDIOLOGY ASSOCIATES OF FLORIDA, L. L. C., and CARDIOLOGY ASSOCIATES OF CLEARWATER, L. L. C. into COASTAL CARDIOLOGY CONSULTANTS, P.A. is attached to these Articles as an exhibit and incorporated herein by reference.

2. **Adoption of Plan.** Since all Membership Units of CARDIOLOGY ASSOCIATES OF FLORIDA, L. L. C. and CARDIOLOGY ASSOCIATES OF CLEARWATER, L. L. C. are currently owned by COASTAL CARDIOLOGY CONSULTANTS, P.A., no additional shares need to be issued by COASTAL CARDIOLOGY CONSULTANTS, P.A. to reflect the ownership interest of the Shareholders after the Effective Date. The Membership certificates representing the Membership Units of both CARDIOLOGY ASSOCIATES OF FLORIDA, L. L. C. and CARDIOLOGY ASSOCIATES OF CLEARWATER, L. L. C. shall be surrendered and canceled on the Effective Date. The then outstanding shares of COASTAL CARDIOLOGY CONSULTANTS, P.A. shall be unaffected by the merger and shall continue to constitute all the outstanding stock in COASTAL CARDIOLOGY CONSULTANTS, P.A. Therefore, pursuant to applicable statutory provisions this merger does not require the approval of the Shareholders of COASTAL CARDIOLOGY CONSULTANTS, P.A.

3. **Effective Date.** The Plan of Merger shall be effective on the filing of these Articles with the Department of State.

Merging Entity Number One  
Cardiology Associates of Florida, L. L. C.  
1840 Mease Drive, Suite 200  
Safety Harbor, FL 34695  
Florida Doc No.: L02000001735  
FEIN: 020561586

Merging Entity Number Two  
Cardiology Associates of Clearwater, L. L. C.  
1840 Mease Drive, Suite 200  
Safety Harbor, FL 34695  
Florida Doc No.: L02000009961  
FEIN: 043658194

**SURVIVING ENTITY:** Coastal Cardiology Consultants, P.A.  
1840 Mease Drive, Suite 200 Safety Harbor, FL 34695  
Florida Do. No.: P94000025596 FEIN: 593233548

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IN WITNESS WHEREOF, each of the undersigned entities has caused these Articles to be signed as of the 20<sup>th</sup> day of December, 2004.

**SURVIVING CORPORATION:  
CONSULTANTS,**

*D. H. Long*

*Janice Bryant*

**FIRST MERGING ENTITY  
FLORIDA,**

*D. H. Long*  
CONSULTANTS,

*Janice Bryant*

**SECOND MERGING ENTITY  
CONSULTANTS,**

*D. H. Long*

*Janice Bryant*

**COASTAL CARDIOLOGY**

P.A.  
By: *Kerry Kaplan*  
Kerry J. Kaplan, M.D.

As Its: President

**CARDIOLOGY ASSOCIATES OF  
L. L. C.**

By: **COASTAL CARDIOLOGY**  
P.A., Member

By: *Kerry Kaplan*  
Kerry J. Kaplan, M.D., Managing Member

**CARDIOLOGY ASSOCIATES OF  
CLEARWATER, L. L. C.**

By: **COASTAL CARDIOLOGY**  
P.A., Member

By: *Kerry Kaplan*  
Kerry J. Kaplan, M.D., Managing Member

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**AGREEMENT OF MERGER  
AND  
PLAN OF REORGANIZATION  
MERGING CARDIOLOGY ASSOCIATES OF FLORIDA, L. L. C.  
AND  
CARDIOLOGY ASSOCIATES OF CLEARWATER, L. L. C.  
INTO  
COASTAL CARDIOLOGY CONSULTANTS, P.A.**

This Agreement of Merger and Plan of Reorganization is made this 20<sup>th</sup> of December, 2004, by and between **CARDIOLOGY ASSOCIATES OF FLORIDA, L. L. C.**, a Florida limited liability company ("Merging Entity Number One"), and **CARDIOLOGY ASSOCIATES OF CLEARWATER, L. L. C.**, a Florida limited liability company ("Merging Entity Number Two") and **COASTAL CARDIOLOGY CONSULTANTS, P.A.**, a Florida corporation (the "Surviving Corporation"). Merging Entity Number One, Merging Entity Number Two and the Surviving Corporation are sometimes referred to in this Agreement as the "Constituent Companies."

WHEREAS, the principal and registered office of the Surviving Corporation is in the State of Florida, located at 1840 Mease Drive, Suite 200, in the city of Safety Harbor, County of Pinellas, Florida 34695; its Registered Agent at that address is Aaron J. Gold.

WHEREAS, the principal and registered office of Merging Entity Number One is in the State of Florida, located at 1840 Mease Drive, Suite 200, in the city of Safety Harbor, County of Pinellas, Florida 34695; its Registered Agent at that address is Aaron J. Gold.

WHEREAS, the principal and registered office of Merging Entity Number Two is in the State of Florida, located at 1840 Mease Drive, Suite 200, in the city of Safety Harbor, County of Pinellas, Florida 34695; its Registered Agent at that address is Aaron J. Gold.

WHEREAS, the authorized Capital Stock of the Surviving Corporation consists of Seven Thousand Five Hundred (7,500) shares of common stock at One Dollar (\$1.00) par value.

WHEREAS, Merging Entity Number One is currently a wholly owned subsidiary of the Surviving Corporation; and

WHEREAS, Merging Entity Number Two is currently a wholly owned subsidiary of the Surviving Corporation; and

WHEREAS, the Directors and Managing Members of the Constituent Companies deem it advisable and to the advantage of each entity that Merging Entity Number One and Merging Entity Number Two be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, as it would be in the best interest of all of the Constituent Companies;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Companies have agreed and do hereby agree to merge on the terms and conditions stated below.

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TALLAHASSEE FLORIDA

**ARTICLE I**

The Constituent Companies hereby agree that Merging Entity Number One and Merging Entity Number Two shall be merged with and into the Surviving Corporation, and Merging Entity Number One and Merging Entity Number Two and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existences of Merging Entity Number One and Merging Entity Number Two shall cease on the Effective Date of this Agreement.

**ARTICLE II**

The mode of carrying the merger into effect shall be as follows: Since all units of the outstanding units of Merging Entity Number One and Merging Entity Number Two are currently owned by the Surviving Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the shareholders after the Effective Date. The certificates representing the membership units of Merging Entity Number One and Merging Entity Number Two shall be surrendered and canceled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

**ARTICLE III**

Pursuant to applicable statutory provisions, this merger does not require the approval of the shareholders of the Surviving Corporation or the members of either merging entity. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

- (a) All of the outstanding units of Merging Entity Number One and all of the outstanding units of Merging Entity Number Two are currently owned, and on the Effective Date of this merger, will be owned, by the Surviving Corporation;
- (b) This Agreement does not conflict with or make any changes in the Articles of Incorporation or the By-Laws of the Surviving Corporation;
- (c) Since all membership units of Merging Entity Number One and Merging Entity Number Two are owned by the Surviving Corporation, notice of the merger need not be given to the Members of Merging Entity Number One and Merging Entity Number Two.

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**ARTICLE IV**

This Agreement of Merger and Plan of Reorganization shall become effective on the date it is filed with Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Companies have caused their respective names to be signed to this Agreement, by their respective Managing Members and President, who are duly authorized by the respective Members and Boards of Directors of each of the Constituent Companies.

**SURVIVING CORPORATION:**

**COASTAL CARDIOLOGY  
CONSULTANTS, P.A.**

*D. H. Long*  
*Janice Bayart*

By: *Kerry Kaplan*  
Kerry J. Kaplan, M.D.

As Its: President

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**MERGING ENTITY NUMBER ONE:**

**CARDIOLOGY ASSOCIATES OF  
FLORIDA, L. L. C.**

*D. H. Long*  
*Janice Bayart*

By: COASTAL CARDIOLOGY  
CONSULTANTS, P.A., Member

By: *Kerry Kaplan*

Kerry J. Kaplan, M.D., Managing Member

**MERGING ENTITY NUMBER TWO:**

**CARDIOLOGY ASSOCIATES OF  
CLEARWATER, L. L. C.**

*D. H. Long*  
*Janice Bayart*

By: COASTAL CARDIOLOGY  
CONSULTANTS, P.A., Member

By: *Kerry Kaplan*

Kerry J. Kaplan, M.D., Managing Member

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