

# G58545

*Levin & Andress*

Attorneys at Law  
A Partnership of Professional Associations

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June 26, 2000

PERSONAL AND CONFIDENTIAL

Attn: Susan Payne  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

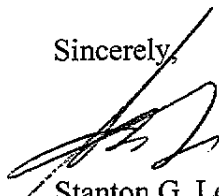
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Mandy & Landsman, M.D., P.A. and Peter H. Wendschuh, M.D., P.A.

Dear Susan:

Please find enclosed a check in the amount of \$78.75 (\$70.00 for filing fee of Articles of Merger for two corporations and \$8.75 for a certified copy) made out to Florida Department of State.

Sincerely,

  
Stanton G. Levin

SGL/ar  
Enclosure

EFFECTIVE DATE  
6/30/00

FILED  
00 JUN 28 AM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*merger*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MANDY & LANDSMAN, M.D., P.A., a FL corp., 479473

INTO

**PETER H. WENDSCHUH, M.D., P.A.**, a Florida entity, G58545

File date: June 28, 2000, effective June 30, 2000

Corporate Specialist: Susan Payne

*Levin & Andress*

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June 20, 2000

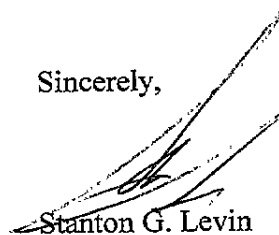
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Mandy & Landsman, M.D., P.A. and Peter H. Wendschuh, M.D., P.A.

Dear Sir/Madam:

Please find enclosed for filing purposes the Articles of Merger with Agreement and Plan of Merger for the above-mentioned corporations and a check in the amount of \$78.75 (\$70.00 for filing fee for two corporations and \$8.75 for certified copy). Please send to us a certified copy of this document in the enclosed self-addressed, stamped envelope.

Sincerely,



Stanton G. Levin

SGL/ar  
Enclosure  
cc: Peter H. Wendschuh, M.D., Pres.

RECEIVED  
00 JUN 23 PM 1:13  
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER  
OF  
MANDY & LANDSMAN, M.D., P.A.  
INTO  
PETER H. WENDSCHUH, M.D., P.A.**

**EFFECTIVE DATE,**  
6/30/00

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, Mandy & Landsman, M.D., P.A., a Florida professional corporation (the "Constituent Corporation") and Peter H. Wendschuh, M.D., P.A., a Florida professional corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Constituent Corporation into the Survivor.

First: The Plan of Merger is attached hereto as Exhibit A.

Second: The Plan of Merger was adopted by the Board of Directors and shareholders of the Constituent Corporation and the Survivor by unanimous written consent in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act as of June 15, 2000.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 15 day of June, 2000.

Mandy & Landsman, M.D., P.A.

By: 

Peter H. Wendschuh, M.D., Pres.

Peter H. Wendschuh, M.D., P.A.

By: 

Peter H. Wendschuh, M.D., Pres.

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 15 day of June, 2000, between Mandy & Landsman, M.D., P.A., a Florida professional corporation (the "Constituent Corporation") and Peter H. Wendschuh, M.D., P.A., a Florida professional corporation (the "Survivor").

The Constituent Corporation has issued and outstanding 100 shares of Common Stock, par value \$0.10 per share, all of which are owned by the Survivor (the "Constituent Corporation Stock").

The Survivor has issued and outstanding 100 shares of Common Stock.

The Constituent Corporation and the Survivor desire to effect the statutory merger of the Constituent Corporation with and into the Survivor, with the Survivor to survive such merger.

1. Constituent Corporation. The Constituent Corporation and the Survivor shall be parties to the merger (the "Merger") of the Constituent Corporation with and into the Survivor, the surviving corporation.

2. Terms and Conditions of Merger. The Constituent Corporation shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA"), be merged with and into the Survivor, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in Section 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Survivor shall assume the obligations of the Constituent Corporation.

3. Capital Stock; Conversion of Shares. Upon the Effective Date, the Constituent Corporation Stock presently issued and outstanding shall be cancelled. Upon the Effective Date, each share of capital stock of the Survivor that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Survivor.

4. Articles of Incorporation. The Articles of Incorporation of the Survivor in effect as of the Effective Date, shall remain the Articles of Incorporation of the Survivor and continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. Bylaws. The Bylaws of the Survivor shall, as of the Effective Date, remain the Bylaws of the Survivor and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. Directors and Officers. The directors and officers of the Survivor in office on the Effective Date shall continue to be the directors and officers of the Survivor, all of whom shall hold their directorships and offices until the election and qualification of their respective

successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Survivor and in accordance with Florida law.

7. Effective Date. The Merger shall become effective on the date (the "Effective Date") on which the Articles of Merger have been filed with the Department of State of the State of Florida or on June 30, 2000, whichever is later.

8. Amendment of Plan of Merger. The Board of Directors of the Constituent Corporation and the Survivor are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the FBCA.

Mandy & Landsman, M.D., P.A.

By: 

Peter H. Wendschuh, M.D., Pres.

Peter H. Wendschuh, M.D., P.A.

By: 

Peter H. Wendschuh, M.D., Pres.