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FILED 2008 DEC 22 PM 1: 42 SECRETARY OF STATE -Attorney at Law-

Tel: (305) 754 8170 Fax: (305) 754 0788 SKBPA@CS.com

December 19, 2008

BY FEDEX

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Tory Sullivan, M.D., P.A. Guinter Kahn, M.D., P.A.

Ladies and Gentlemen:

Enclosed for filing are the Articles of Merger for Guinter Kahn, M.D., P.A. into Tory Sullivan, M.D., P.A. Also enclosed is our check in the amount of \$78.75 for the filing fees, as well as for a certified copy of the Articles of Merger.

Please send the certified copy of the articles to the undersigned at 5981 N.E. 6th Avenue Street, Miami, Florida 33137. For further information concerning this matter, please call me or Stefan Pigan at (305) 754 - 8170.

Very truly yours

Steven K. Baird

SKB:sp cc. Tory P. Sullivan Enclosures

ARTICLES OF MERGER

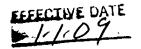
OF



GUINTER KAHN, M.D., P.A., a Florida professional services corporation

WITH AND INTO

TORY SULLIVAN, M.D., P.A., a Florida professional services corporation



Each of the undersigned Florida professional services corporations adopts the following Articles of Merger in accordance with Chapter 607, Florida Statutes:

1. <u>Names of Parties</u>. The names of the entities that are parties to the merger are as follows:

Guinter Kahn, M.D., P.A., a Florida professional services corporation, document number V48099 (the "Kahn Corporation"); and Tory Sullivan, M.D., P.A., a Florida professional services corporation, document number P030000118275 (the "Sullivan Corporation").

2. <u>Surviving Corporation</u>. The surviving entity of the merger shall be:

Tory Sullivan, M.D., P.A., a Florida professional services corporation (the "Sullivan Corporation.")

- 3. <u>Articles of Incorporation</u>. The surviving corporation shall be governed by the Articles of Incorporation of the Sullivan Corporation.
 - 4. Adoption of Agreement and Plan of Merger.
- (a) By Shareholders of the Kahn Corporation. An Agreement and Plan of Merger dated December \mathcal{B} , 2008 (the "Plan") was adopted and approved by all the shareholders of the Kahn Corporation in accordance with the laws of Florida by the execution of a written consent in lieu of a meeting of the shareholders on December \mathcal{B} , 2008.
- (b) By Shareholders of the Sullivan Corporation. The Plan was adopted and approved by all the shareholders of the Sullivan Corporation by the execution of a written consent in lieu of a meeting of the shareholders on December 18, 2008.
- (c) <u>Effective Date</u>. The merger provided herein shall be effective as of 12:01 a.m. on January 1, 2009.

- 5. <u>Conversion of Issued and Outstanding Shares in the Corporation</u>. All of the issued and outstanding shares in the Kahn Corporation shall cease to be outstanding and shall be converted into two hundred (200) newly issued shares of the Sullivan Corporation.
- 6. <u>Registered Agent and Office</u>. The Florida registered agent and office of the Surviving Corporation are:

Steven K. Baird, P.A. 5981 NE 6th Avenue Miami, Florida 33137

IN WITNESS WHEREOF, each of the undersigned entities, by and through its duly authorized officers, has executed and acknowledged the foregoing Articles of Merger on the date set forth below.

GUINTER KAHN, M.D., P.A., a Florida professional services corporation

By: 12/18/08
Tory Sullivan, M.D., President Date

TORY SULLIVAN, M.D., P.A., a Florida professional services corporation

By: 12/18/8
Tory Sullivan, President Date