

455518

Tracy Chuley
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Tallah. FL 32304
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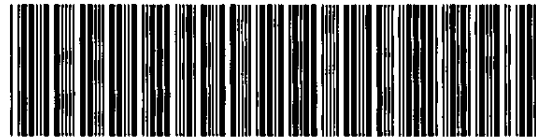
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T. ROBERTS

ARTICLES OF MERGER

of

CARDIOLOGY ASSOCIATES OF GAINESVILLE, G. COOPER & ASSOCIATES, P.A.

with and into

INTERVENTIONAL CARDIOLOGISTS OF GAINESVILLE, P.A.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

FIRST: The name, jurisdiction, and document number of the surviving corporation (the "Surviving Corporation") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Interventional Cardiologists of Gainesville, P.A.	Florida	455518

SECOND: The name, jurisdiction, and document number of the merging corporation (the "Merging Corporation") are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
Cardiology Associates of Gainesville, G. Cooper & Associates, P.A.	Florida	479515

THIRD: The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease. The Surviving Corporation is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger") and made a part hereof by reference as if fully set forth herein.

FOURTH: The merger shall become effective as of May 31, 2012 (the "Effective Date").

FIFTH: As provided in the Plan of Merger, the articles of incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the articles of incorporation of the Surviving Corporation following the Effective Date.

SIXTH: The Plan of Merger was adopted and approved by the board of directors and shareholders of the Surviving Corporation by written consent effective as of May 1, 2012, and by the requisite shareholders and board of directors of the Surviving Corporation by written consent effective as of May 1, 2012, in accordance with applicable Florida law.

SEVENTH: The Plan of Merger was adopted and approved by the board of directors and shareholders of the Merging Corporation by written consent effective as of May 1, 2012, and by the requisite shareholders and board of directors of the Merging Corporation by written consent effective as of May 1, 2012, in accordance with applicable Florida law.

[Remainder of this Page Intentionally Left Blank – Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger effective as of May 1, 2012.

SURVIVING CORPORATION:

**INTERVENTIONAL CARDIOLOGISTS OF
GAINESVILLE, P.A.**, a Florida professional
corporation

By: 

Name: Timothy Wessel, M.D., F.A.C.C.

Title: President

MERGING CORPORATION:

**CARDIOLOGY ASSOCIATES OF
GAINESVILLE, G. COOPER &
ASSOCIATES, P.A.**, a Florida professional
corporation

By: 

Name: Steven F. Roark, M.D., FACC

Title: President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER
[SEE ATTACHED]

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is dated effective as of the May 1, 2012, by and among Cardiology Associates of Gainesville, G. Cooper & Associates, P.A., a Florida professional corporation ("CAG"), the owners of CAG listed on the signature pages hereto (referred to herein individually as a "CAG Owner" and collectively as the "CAG Owners"), Interventional Cardiologists of Gainesville, P.A., a Florida professional corporation ("ICG" or "Surviving Corporation"), and the owners of ICG listed on the signature pages hereto (referred to herein individually as and "ICG Owner" and collectively as the "ICG Owners"). CAG and ICG are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the respective boards of directors and shareholders of ICG and CAG determined that it would be in the best interests of their respective corporations and their respective shareholders for CAG to merge with and into ICG in accordance with Florida law.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), CAG shall be merged (the "Merger") with and into ICG, with the separate corporate existence of CAG ceasing and ICG shall continue as the surviving corporation of the Merger.

2. **Effective Date.** The Merger shall become effective on May 31, 2012, upon the filing of the articles of merger in such form as is required by with the Secretary of State of the State of Florida or at such subsequent date and time as CAG and ICG shall specify in the articles of merger (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) CAG and ICG shall become a single corporation and the separate corporate existence of CAG shall cease; (b) ICG shall succeed to and possess all the rights, privileges, powers, and immunities of CAG which, together with all of the assets, properties, business, patents, trademarks, and goodwill of CAG, of every type and description wherever located, shall vest in ICG without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of ICG shall remain.

4. **Articles of Incorporation, Bylaws, Officers and Directors of ICG.** Upon the Effective Date and by virtue of the Merger: (a) the articles of incorporation of ICG, as in effect immediately prior to the Effective Date (the "Articles of Incorporation"), shall be the articles of incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and as provided by Florida law; (b) the bylaws of ICG, as in effect immediately prior to the Effective Date (the "Bylaws"), shall be the bylaws of the Surviving

Corporation until thereafter amended in accordance with the provisions thereof, the Articles of Incorporation and as provided by Florida law; and (c) Brian L. Werbel, M.D., FACC, James J. O'Meara, III, M.D., FACC, Steven F. Roark, M.D., FACC, Andrew L. Smock, M.D., Christopher P. Caputo, M.D., Gregory A. Imperi, M.D., Matheen Khuddus, M.D., Jay Koons, M.D., Arthur Lee, M.D., Raj Subramanian, M.D., Mark Tulli, M.D., Daniel Van Roy, M.D., and Timothy Wessel, M.D. shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and Bylaws, in each case until their respective successors are duly elected or appointed and qualified or until the earlier of their death, resignation or removal.

5. **Cancellation of Shares.** Upon the Effective Date, Twelve and 5/10 (12.5) shares of common stock of CAG issued and outstanding immediately prior to the Effective Date shall be canceled and shall be converted automatically into one (1) share of common stock of ICG.

6. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

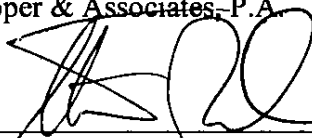
7. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

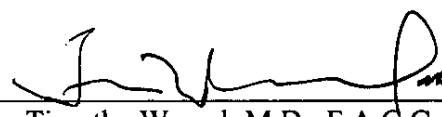
CAG:

Cardiology Associates of Gainesville, G.
Cooper & Associates, P.A.

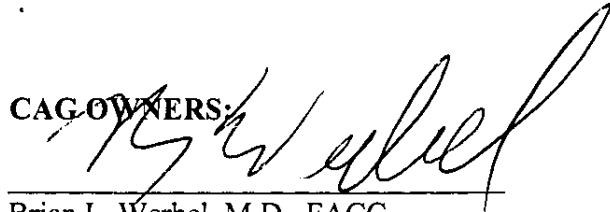

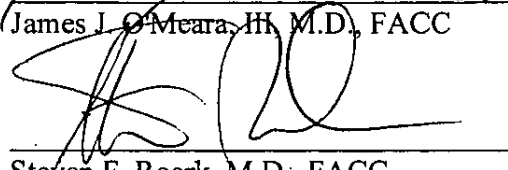

By: 
Name: Steven Roark, M.D., F.A.C.C.
Title: President

ICG:

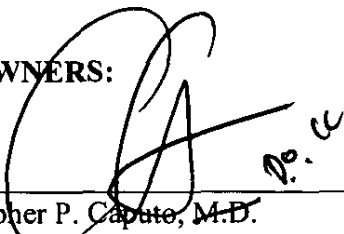
Interventional Cardiologists of Gainesville,
P.A.

By: 
Name: Timothy Wessel, M.D., F.A.C.C.
Title: President

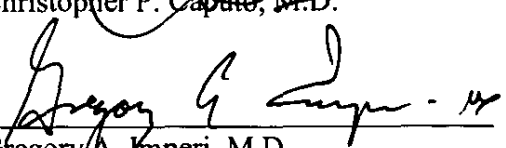
CAG OWNERS:


Brian L. Werbel, M.D., FACC
James J. O'Meara, III, M.D., FACC
Steven F. Roark, M.D., FACC
Andrew L. Smock, M.D.

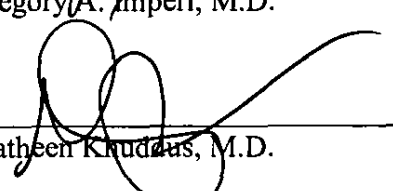
ICG OWNERS:



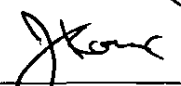
Christopher P. Caputo, M.D.




Gregory A. Imperi, M.D.



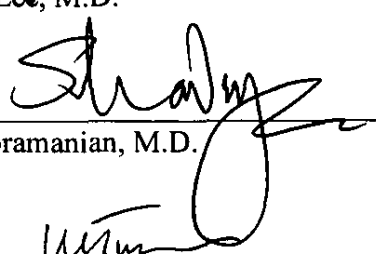
Matheen Khudzas, M.D.



Jay Koons, M.D.



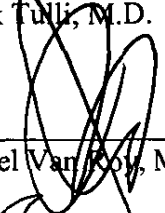
Arthur Lee, M.D.



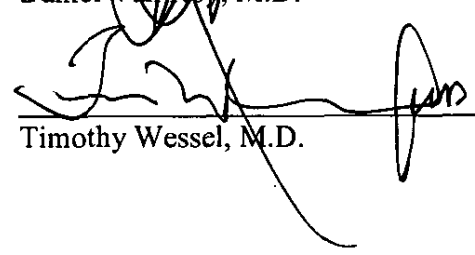
Raj Subramanian, M.D.



Mark Tulli, M.D.



Daniel Van Roy, M.D.



Timothy Wessel, M.D.