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(Business Entity Name)

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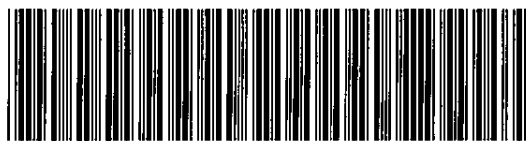
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Certificates of Status

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FILED
2008 APR -4 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
Lewis
4-8-08



Allison R. Pofit
Paralegal, Corporate & Securities
Direct Dial 504-582-8547
Direct Fax 504-589-8547
apofit@joneswalker.com

April 8, 2008

Via Facsimile (850) 245-6897

Ms. Thelma Lewis
Florida Secretary of State

Re: Jay W. Edelberg Corporation Merger Documents

Dear Ms. Lewis:

I hereby irrevocably give my consent for you to manually change the name, and any other information at your discretion, of the document "Agreement and Plan of Merger" that I filed with your office Friday, April 4, 2008.

This document effects a merger between Jay W. Edelberg Corporation, a Florida corporation and Jay W. Edelberg, Inc., a Louisiana corporation with the Louisiana corporation as the surviving entity.

As discussed via telephone on April 8, 2008, the document shall hereafter be titled "Articles and Plan of Merger." Please do not hesitate to contact me if you have any questions.

Very Truly Yours,

Allison R. Pofit
Paralegal, Corporate & Securities

ARP/



Allison R. Pofit
Paralegal, Corporate & Securities
Direct Dial 504-582-8547
Direct Fax 504-589-8547
apofit@joneswalker.com

April 2, 2008

Via Federal Express

Amendment Section- Division of Corporations
Florida Secretary of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Jay W. Edelberg, M.D., P.A.- Agreement and Plan of Merger

To Whom it May Concern:

At your earliest convenience, please file the enclosed original copy of the Agreement and Plan of Merger of Jay W. Edelberg Corporation, a Florida business corporation with and into Jay W. Edelberg, Inc., a Louisiana corporation. The Louisiana corporation will be the surviving entity.

Once filed, please return one certified copy of the Agreement to me via FedEx account number 070101815 at the following address. I have enclosed an envelope for this purpose.

Allison R. Pofit
Jones, Walker, Waechter, Poitevent, Carrère & Denègre, L.L.P.
201 St. Charles Ave., Suite 5100
New Orleans, LA 70170-5100

Please put our file number, 11269200, in the reference portion of the FedEx packing slip.

I have enclosed a check for \$78.75 for filing fees (\$35 for each entity merging plus \$8.75 for the certified copy). Due to the urgent nature of this transaction, please call me immediately at (504) 582-8547 if this amount is incorrect so that I may furnish a new check. Please do not hesitate to contact me if you have any questions.

Very truly yours,

A handwritten signature in dark ink, appearing to be "AP", written over a horizontal line.

Allison R. Pofit
Paralegal, Corporate & Securities

ARP/
Enclosures

ARTICLES AND PLAN OF MERGER
MERGING
JAY W. EDELBERG CORPORATION
WITH AND INTO
JAY W. EDELBERG, INC.

FILED
2008 APR -4 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS ARTICLES AND PLAN OF MERGER (the "Agreement") is made and entered into as of March 31, 2008, by and between Jay W. Edelberg Corporation, a Florida corporation (the "Florida Corporation"), and Jay W. Edelberg, Inc., a Louisiana corporation (the "Louisiana Corporation").

WITNESSETH:

WHEREAS, the sole director and sole shareholder of each of the Florida Corporation and the Louisiana Corporation deem it advisable that the Florida Corporation be merged with and into the Louisiana Corporation (the "Merger") pursuant to the provisions of the Florida Business Corporation Act and the Louisiana Business Corporation Law (collectively, the "Acts") and upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, it is agreed as follows:

ARTICLE ONE
THE MERGER

Upon the terms and subject to the conditions hereof, at the Effective Time (as defined below), the Florida Corporation shall be merged with and into the Louisiana Corporation pursuant to the Certificate of Merger in the form attached hereto as Exhibit A and made a part hereof (the "Certificate of Merger"). As a result, the separate existence of the Florida Corporation shall thereupon cease, and the Louisiana Corporation shall be the surviving entity (the "Surviving Entity") of the Merger with the effects set forth in the Acts.

ARTICLE TWO
EFFECTIVE TIME

The Merger shall become effective when the Certificate of Merger is filed with the Secretary of State of Louisiana (the "Effective Time"), which filing shall be made as soon as practicable after the execution of this Agreement.

ARTICLE THREE
ARTICLES OF INCORPORATION

At the Effective Time, the articles of incorporation and bylaws of the Louisiana Corporation in effect immediately prior thereto shall remain the articles of incorporation and bylaws of the Surviving Entity until changed in accordance with their respective provisions and applicable law.

ARTICLE FOUR
CANCELLATION OF SHARES

At the Effective Time, by virtue of the Merger and without any further action on the part of the Florida Corporation or the Louisiana Corporation, all of the shares of the Florida Corporation, shall, by virtue of the Merger, be canceled.

ARTICLE V
EFFECTS OF MERGER

The Merger shall have the effects set forth in the applicable provisions of the Acts.

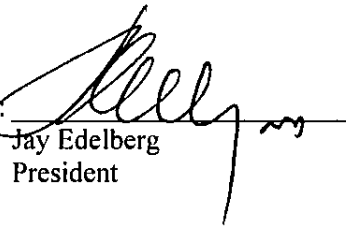
ARTICLE VI
FILING OF CERTIFICATE OF MERGER

This Agreement shall be executed and delivered by a duly authorized officer on behalf of each of the Florida Corporation and the Louisiana Corporation as required by the Acts.

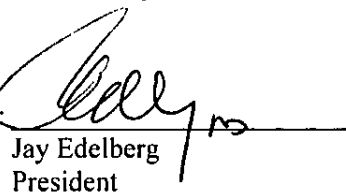
[Signatures appear on the following page.]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the date first above written.

JAY W. EDELBERG CORPORATION
a Florida corporation

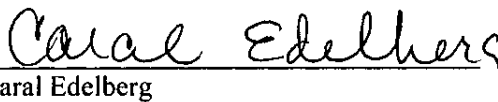
By: 
Jay Edelberg
President

JAY W. EDELBERG, INC.
a Louisiana corporation

By: 
Jay Edelberg
President

CERTIFICATE OF SECRETARY

On this 31st day of March, 2008, I, Caral Edelberg, the duly authorized and appointed Secretary of each of Jay W. Edelberg Corporation and Jay W. Edelberg, Inc., hereby certify, pursuant to Section 112(B) of the Louisiana Business Corporation Law, that this Agreement was approved by the sole stockholder of Jay W. Edelberg Corporation as required under the Florida Business Corporation Act and that pursuant to Section 112(E)(2) of the Louisiana Business Corporation Law no shareholder vote of Jay W. Edelberg, Inc. is required to approve this Agreement as no shares of the aforementioned company were issued prior to the adoption of this Agreement by its director.


Caral Edelberg
Secretary

ACKNOWLEDGMENT AS TO JAY W. EDELBERG CORPORATION

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared Jay Edelberg, the President of Jay. W. Edelberg Corporation, a Florida corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and being by me first duly sworn, declared to me and the undersigned competent witnesses that the statements therein contained are true and correct, and that he executed such instrument on behalf of such company for the purposes therein expressed and as his own act and deed.

IN WITNESS WHEREOF, the said appearer, witnesses and I have hereunto affixed our hands on this 31st day of March, 2008, at Baton Rouge, Louisiana.

WITNESSES:

Donna Borne
DONNA BORNE

Jay Edelberg
Jay Edelberg

Angela Thomas
Angela Thomas

Jenese C. Beckstrom
NOTARY PUBLIC

Jenese C. Beckstrom
Notary Public
Parish of East Baton Rouge
My Commission is for Life
Notary ID No. 55800



**CERTIFICATE OF PRESIDENT OF
JAY W. EDELBERG CORPORATION**

(A Florida corporation)

I hereby certify that I am the duly elected President of Jay W. Edelberg Corporation, a Florida corporation, presently serving in such capacity, and that the foregoing Agreement and Plan of Merger was, in the manner required by Section 112 of the Louisiana Business Corporation Law and Section 1103 of the Florida Business Corporation Act, duly approved, without alteration or amendment, by written consent of the sole director and sole shareholder of Jay W. Edelberg Corporation.

Certificate dated March 31, 2008.



Jay Edelberg
President

ACKNOWLEDGMENT AS TO JAY W. EDELBERG, INC.

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned authority, personally came and appeared Jay Edelberg, the President of Jay W. Edelberg, Inc., a Louisiana corporation, known to me to be the person and manager whose name is subscribed to the foregoing instrument, and being by me first duly sworn, declared to me and the undersigned competent witnesses that the statements therein contained are true and correct, and that he executed such instrument on behalf of such company for the purposes therein expressed and as his own act and deed.

IN WITNESS WHEREOF, the said appearer, witnesses and I have hereunto affixed our hands on this 31st day of March, 2008, at Baton Rouge, Louisiana.

WITNESSES:

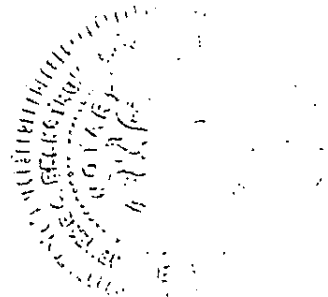
Dianda Borne
DIANDA BORNE

Jay Edelberg
Jay Edelberg

Angela Thomas
Angela Thomas

Jenese C. Beckstrom
NOTARY PUBLIC

Jenese C. Beckstrom
Notary Public
Parish of East Baton Rouge
My Commission is for Life
Notary ID No. 55800

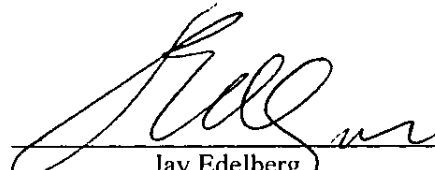


**CERTIFICATE OF PRESIDENT OF
JAY W. EDELBERG, INC.**

(A Louisiana corporation)

I hereby certify that I am the duly elected President of Jay W. Edelberg, Inc., a Louisiana corporation, presently serving in such capacity, and that the foregoing Agreement and Plan of Merger was, in the manner required by Section 112 of the Louisiana Business Corporation Law, duly approved, without alteration or amendment, by written consent of the director of Jay W. Edelberg, Inc. I also hereby certify that Jay W. Edelberg, Inc. issued none of its shares prior to its director approving the foregoing Agreement and Plan of Merger, which, pursuant to Section 112(E)(2) of the Louisiana Business Corporation Law, negates the requirement that the Agreement and Plan of Merger be approved by shareholder consent.

Certificate dated March 31, 2008.



Jay Edelberg
President

**CERTIFICATE OF MERGER
MERGING
JAY W. EDELBERG CORPORATION
WITH AND INTO
JAY W. EDELBERG, INC.**

The undersigned corporation, acting pursuant to Sections 607.1101 through 607.1110 of the Florida Business Corporation Act and Sections 12-111 through 12-115 of the Louisiana Business Corporation Law, hereby certifies that:

FIRST, that the name, state of organization and type of entity of each of the entities that are parties to the merger to which this Certificate relates ("the Constituent Entities") are as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
Jay W. Edelberg Corporation	Florida	Corporation
Jay W. Edelberg, Inc.	Louisiana	Corporation

SECOND, that an Agreement and Plan of Merger among the Constituent Entities (the "Agreement"), providing for the merger (the "Merger") of Jay W. Edelberg Corporation, a Florida corporation, with and into Jay W. Edelberg, Inc., a Louisiana corporation, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Sections 607.1101 through 607.1110 of the Florida Business Corporation Act and Sections 12-111 through 12-115 of the Louisiana Business Corporation Law.

THIRD, that the surviving entity shall be Jay W. Edelberg, Inc. (the "Surviving Entity").

FOURTH, that the Articles of Incorporation and the bylaws of the Surviving Entity as in effect at the effective time of the Merger shall continue in full force and effect as the Articles of Incorporation and the bylaws of the Surviving Entity until altered, amended or repealed as provided by their respective provisions or by law.

FIFTH, that a copy of the Agreement is on file at the principal place of business of the Surviving Entity at 19315 Bellerive Court, Baton Rouge, LA 70809; and

SIXTH, that a copy of the Agreement will be furnished by the Surviving Entity upon request and without charge to any shareholder of any Constituent Entity.

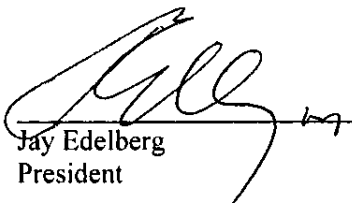
SEVENTH, that the Surviving Entity agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Jay W. Edelberg Corporation, as well as for enforcement of any obligation of the Surviving Entity arising from the Merger, and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings, a copy of which shall be mailed by the Secretary of State of Florida to Jay W. Edelberg, Inc., c/o Jay Edelberg, 19315 Bellerive Court, Baton Rouge, LA 70809.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, the Surviving Entity has caused this Certificate of Merger to be executed this 3rd day of March, 2008.

JAY W. EDELBERG, INC.

By:


Jay Edelberg
President

JAY W. EDELBERG CORPORATION

WRITTEN CONSENT OF THE SHAREHOLDER IN LIEU OF A MEETING

The undersigned, acting pursuant to §0704 of the Florida Business Corporation Act and being the sole shareholder (the "Shareholder") of Jay W. Edelberg Corporation, a Florida corporation (the "Company") consents to and approves the following resolutions:

WHEREAS, the Company desires to enter into that certain merger agreement by and between the Company and Jay W. Edelberg, Inc., a Louisiana corporation (the "Merger Agreement"); and

WHEREAS, the director deems it to be in the best interests of the Company to enter into the Merger Agreement;

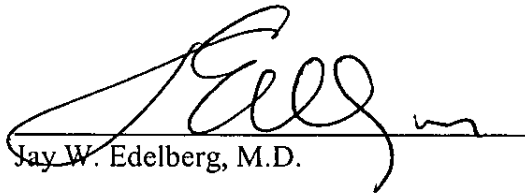
NOW, THEREFORE, BE IT

RESOLVED, that the Merger Agreement is hereby approved in the form attached hereto as Exhibit A to this resolution; and be it further

RESOLVED, that the President of the Company shall be, and hereby is, authorized and directed to take all such further actions as he may deem to be necessary or advisable to carry out the purpose and intent of the foregoing resolution; and be it further

RESOLVED, that any and all actions of any officer of the Company in connection with or relating to the foregoing resolution taken prior to the adoption of such resolutions shall be, and they hereby are, approved, confirmed, ratified and adopted in all respects as fully as if such actions had been formally approved prior to such actions being taken.

IN WITNESS WHEREOF, the undersigned has duly executed this consent effective as of March 31, 2008.



Jay W. Edelberg, M.D.