

602079

Florida Department of State
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MERGER OR SHARE EXCHANGE
Radiology Associates of Ocala, P.A.

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TALLAHASSEE FLORIDA



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TO: Florida Department of State

From: Donna Ciancutti

Fax: 850-617-6380

Pages: 43

Phone:

Date: December 28, 2015

Re: Radiology Associates of Ocala, P.A.

CC:

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ARTICLES OF MERGER

SECRETARY OF STATE
TALLAHASSEE FLORIDA

of

RADIOLOGY IMAGING ASSOCIATES, P.A.
a Florida corporation

with and into

RADIOLOGY ASSOCIATES OF OCALA, P.A.
a Florida corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the following Articles of Merger are adopted by **RADIOLOGY IMAGING ASSOCIATES, P.A.**, a Florida corporation ("RIA"), and **RADIOLOGY ASSOCIATES OF OCALA, P.A.**, a Florida corporation ("OCALA").

1. OCALA, the surviving corporation, and RIA, the merging corporation, are both Florida corporations.

2. RIA's Florida Document Number is 600355. OCALA's Florida Document Number is 602079.

3. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between RIA and OCALA is attached hereto as Exhibit A and incorporated herein by reference.

4. The merger shall become effective January 1, 2016, upon filing of these Articles of Merger with the Florida Secretary of State.

5. The Plan of Merger is on file at the office of the surviving corporation (OCALA) at the principal office address of 1818 SW 15th Avenue, Ocala, Florida 34471. The Plan of Merger will be provided to each constituent corporation.

6. Pursuant to the Plan of Merger, RIA shall be merged with and into OCALA and OCALA shall be the surviving corporation.

7. The Plan of Merger was approved and adopted by written consent of the shareholders and directors of RIA on December 21, 2015, and by written consent of the shareholders and directors of OCALA on December 21, 2015, and in each case effective as of January 1, 2016, in accordance with each corporation's articles of incorporation, bylaws and applicable law. The number of votes cast by the shareholders and directors of RIA and OCALA was sufficient for approval.

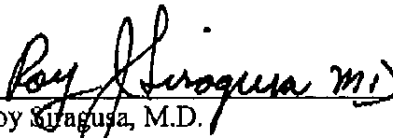
(Signatures Begin on Next Page)

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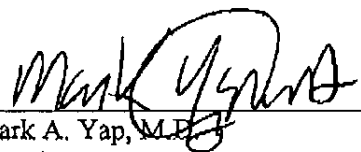
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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 1 day of January, 2016.

**RADIOLOGY IMAGING
ASSOCIATES, P.A.,**
a Florida corporation

By: 
Roy Siragusa, M.D.
President

**RADIOLOGY ASSOCIATES OF
OCALA, P.A.,** a Florida corporation

By: 
Mark A. Yap, M.D.
President

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PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is dated effective as of the January 1, 2016, by and among Radiology Imaging Associates, P.A., a Florida professional corporation ("RIA"), the owners of RIA listed on the signature pages hereto (referred to herein individually as a "RIA Owner" and collectively as the "RIA Owners"), Radiology Associates of Ocala, P.A., a Florida professional corporation ("OCALA" or "Surviving Corporation"), and the owners of OCALA listed on the signature pages hereto (referred to herein individually as an "OCALA Owner" and collectively as the "OCALA Owners"). RIA and OCALA are hereinafter sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the respective boards of directors and shareholders of OCALA and RIA determined that it would be in the best interests of their respective corporations and their respective shareholders for RIA to merge with and into OCALA 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), RIA shall be merged (the "Merger") with and into OCALA, with the separate corporate existence of RIA ceasing and OCALA shall continue as the surviving corporation of the Merger.

2. **Effective Date.** The Merger shall become effective on January 1, 2016, upon the filing of the articles of merger in such form as is required by the Secretary of State of the State of Florida or at such subsequent date and time as RIA and OCALA shall specify in the articles of merger (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) RIA and OCALA shall become a single corporation and the separate corporate existence of RIA shall cease; (b) OCALA shall succeed to and possess all the rights, privileges, powers, and immunities of RIA which, together with all of the assets, properties, business, patents, trademarks, and goodwill of RIA, of every type and description wherever located, shall vest in OCALA 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 OCALA shall remain.

4. **Articles of Incorporation, Bylaws, Officers and Directors of OCALA.** Upon the Effective Date and by virtue of the Merger: (a) the articles of incorporation of OCALA, 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

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with the provisions thereof and as provided by Florida law; (b) the bylaws of OCALA, 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) Ryan K. Tompkins, M.D., Mark A. Yap, M.D., Caleb R. Rivera, M.D., Michael R. Schiering, M.D., Timothy R. Jones, M.D., and Roy J. Siragusa, 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. **Shares.** Upon the Effective Date, all shares of common stock of RIA issued and owned by each RIA Owner immediately prior to the Effective Date shall be canceled and shall be converted automatically into 1.8667 shares of common stock of OCALA.

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.


RIA:

Radiology Imaging Associates, P.A.

By:  MD
Name: Roy Siragusa, M.D.
Title: President

OCALA:

Radiology Associates of Ocala, P.A.

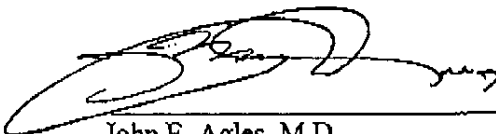
By:  MA
Name: Mark A. Yap, M.D.
Title: President

[Shareholder signatures on following pages]

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AGREEMENT AND PLAN OF MERGER
RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.
SHAREHOLDER SIGNATURE PAGES
RIA

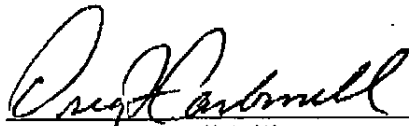

John E. Agles, M.D.

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ASSOCIATES, P.A.

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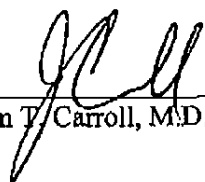
RIA


Oscar F. Carbonell, M.D.

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AGREEMENT AND PLAN OF MERGER
RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
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SHAREHOLDER SIGNATURE PAGES
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John T. Carroll, M.D.

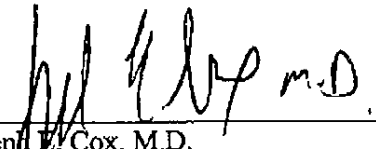
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AGREEMENT AND PLAN OF MERGER
RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.

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RIA



Joseph E. Cox, M.D.

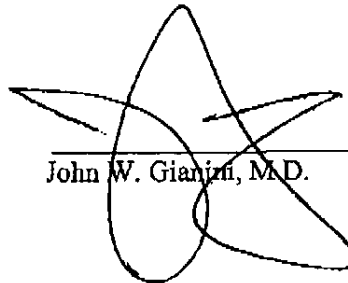
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AGREEMENT AND PLAN OF MERGER
RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.

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John W. Gianini, M.D.

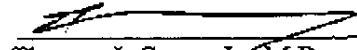
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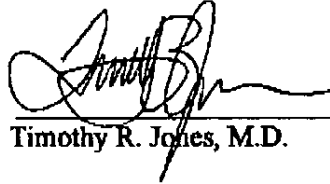
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Thomas J. Green, Jr., M.D.

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ASSOCIATES, P.A.
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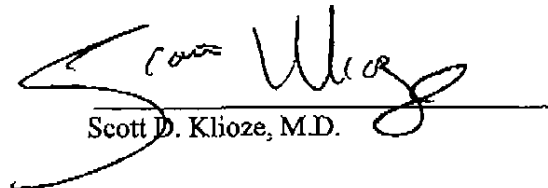
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ASSOCIATES, P.A.

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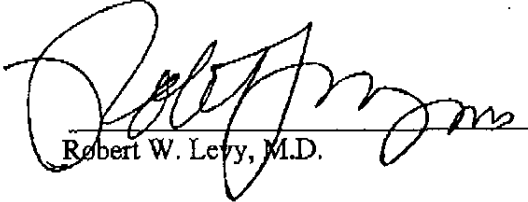
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RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
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Robert W. Levy, M.D.


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Daniel T. Miles, M.D.

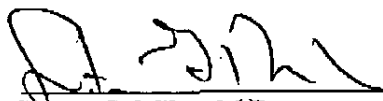
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Steven G. Miles, M.D.

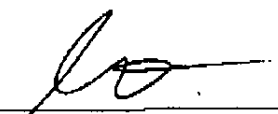
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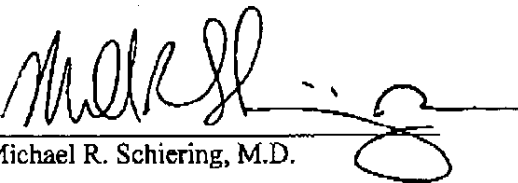
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ASSOCIATES, P.A.

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Michael R. Schiering, M.D.

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ASSOCIATES, P.A.

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Stephen A. Seigny, M.D.

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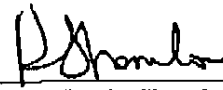
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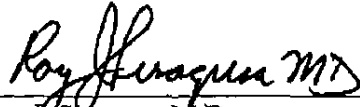
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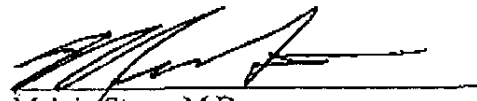
Roy J. Shragusa, M.D.

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ASSOCIATES, P.A.

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Melvin Stone, M.D.

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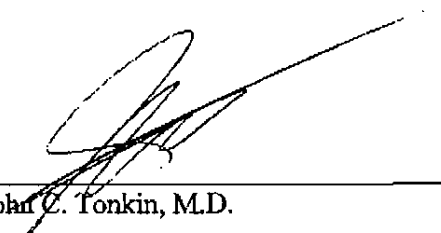
RIA

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Eric F. Tocci, M.D.

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AGREEMENT AND PLAN OF MERGER
RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.
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John C. Tonkin, M.D.

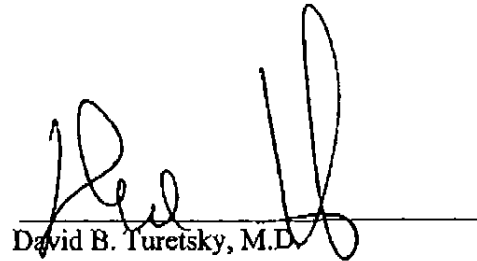
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AGREEMENT AND PLAN OF MERGER
RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
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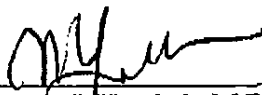

David B. Turetsky, M.D.

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AGREEMENT AND PLAN OF MERGER
RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
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Thomas J. Yuschok, M.D.

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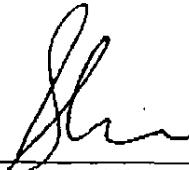
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

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Dana Mark Allen, M.D.

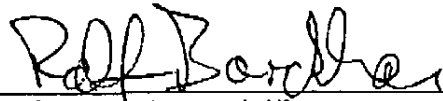
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

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OCALA

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Ralf R. Barckhausen, M.D.

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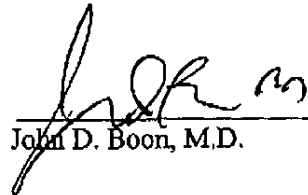
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
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John D. Boon, M.D.

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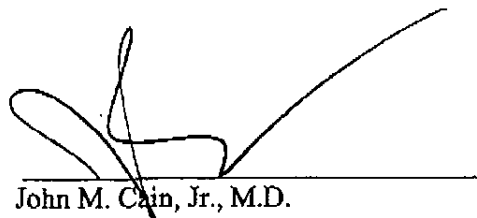
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

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John M. Cain, Jr., M.D.

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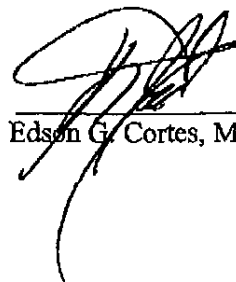
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

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OCALA

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Edson G. Cortes, M.D.

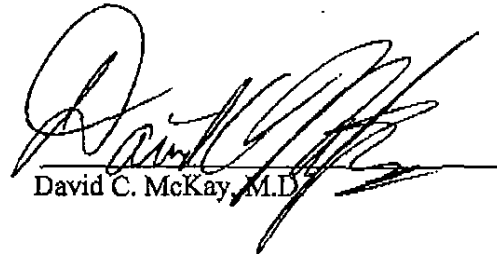
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

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OCALA



David C. McKay, M.D.

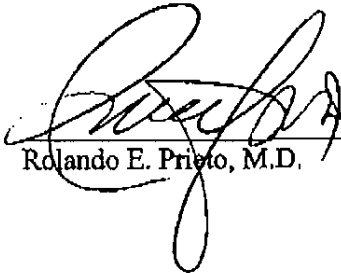
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

SHAREHOLDER SIGNATURE PAGES

OCALA



Rolando E. Prieto, M.D.

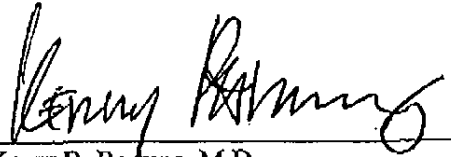
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

SHAREHOLDER SIGNATURE PAGES

OCALA

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Kerry B. Ragans, M.D.


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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

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OCALA


Caleb R. Rivera, M.D.

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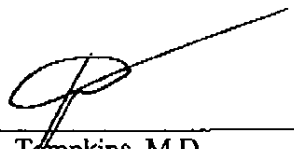
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
ASSOCIATES, P.A.**

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OCALA



Ryan K. Tompkins, M.D.

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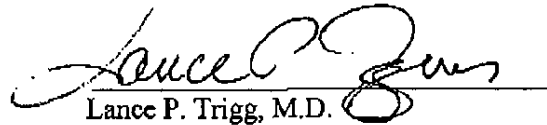
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AGREEMENT AND PLAN OF MERGER

**RADIOLOGY ASSOCIATES OF OCALA, P.A. AND RADIOLOGY IMAGING
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Lance P. Trigg, M.D.

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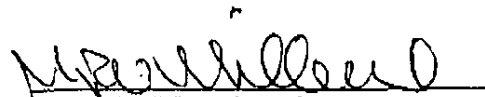
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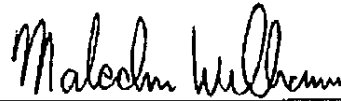
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A handwritten signature in black ink, appearing to read "Malcom E. Williamson", is written over a horizontal line.

Malcom E. Williamson, M.D.

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Fredric C. Wollett, M.D.

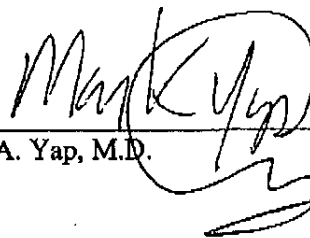
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Mark A. Yap, M.D.

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