

AUG-20-2009 03:11PM

FROM: GARY DYTRYCH & RYAN

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Florida Department of State
Division of Corporations
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Account Number : I19990000255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Monroe Nelson Benaim, M.D., Inc.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MONROE NELSON BENAIM, M.D., INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

GREGORY C. PICKEN, ESQ.
Contact Person

GARY, DYTRYCH & RYAN, P.A.
Firm/Company

701 U.S. HIGHWAY ONE, SUITE 402
Address

NORTH PALM BEACH, FLORIDA 33408
City/State and Zip Code

GCP@GDR-LAW.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

GREGORY C. PICKEN At (561) 844-3700
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

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

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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July 31, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MONROE NELSON BENAIM, M.D., P.A.
1001 W. INDIANTOWN RD.
#107
JUPITER, FL 33458

SUBJECT: MONROE NELSON BENAIM, M.D., P.A.
REF: 691992

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 621.13(3), Florida Statutes, states that a professional corporation or limited liability company shall exchange shares or merge only with other domestic professional corporations or limited liability companies organized under this act to render the same specific professional service, and a merger or consolidation with any foreign corporation or limited liability company is prohibited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

FAX Aud. #: H09000173840
Letter Number: S09A00026349

RECEIVED
2009 AUG 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MONROE NELSON BENAIM, M.D., INC.</u>	<u>FLORIDA</u>	<u>691992</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SURGERY CENTER OF JUPITER, INC.</u>	<u>FLORIDA</u>	<u>J40725</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on MAY 1, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on MAY 1, 2009.

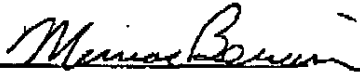

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
MONROE NELSON BENAIM, M.D., INC.		MONROE N. BENAIM, PRESIDENT
SURGERY CENTER OF JUPITER, INC.		MONROE N. BENAIM, PRESIDENT

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PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>MONROE NELSON BENAIM, M.D., INC.</u>	<u>FLORIDA</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>SURGERY CENTER OF JUPITER, INC.</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

The surviving corporation and the merging corporation are sister corporations with identical shareholdings by a single individual. Accordingly, the shares of the merging corporation will be transferred to the surviving corporation for no additional consideration and the merging corporation shall be thereupon dissolved with all of its assets and liabilities becoming assets and liabilities of the surviving corporation.

This Plan is adopted as a reorganization under Internal Revenue Code Section 368(a).

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

In accordance with Article III above, no new shares are being issued.

(Attach additional sheets if necessary)

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AUG-20-2009 03:11PM FROM-GARYDYTRYCHRYAN

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

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