

697014

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

205-58469

(Document Number)

Certified Copies _____ Certificates of Status _____

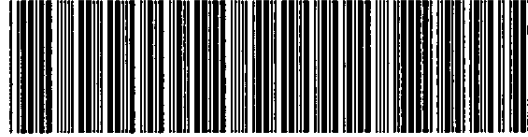
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Denis C.I. Johnson, M.D., P.A.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Stephen D. Hayman, Esq.

Contact Person

Stephen D. Hayman, Esq., P.A.

Firm/Company

6605 Gunn Hwy.

Address

Tampa, Fl. 33625

City, State and Zip Code

s.hayman@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen D. Hayman

at (

813

968-9846

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Denis C.I. Johnson, M.D., P.A.	Florida	Corporation
Excel Nutritional Supplements, LLC.	Florida	LLC.

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Denis C.I. Johnson, M.D., P.A.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

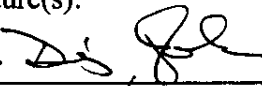
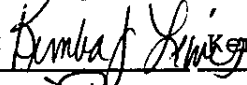
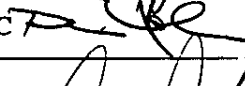
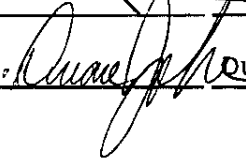
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity

a.) Appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Denis C.I. Johnson, M.D., P.A.		Denis C.I. Johnson, Pres.
Excel Nutritional Supplements, LLC		Kemba Lewis, MGRM
Excel Nutritional Supplements LLC		Denis C.I. Johnson, MGRM
Excel Nutritional Supplements LLC		Duane C. Johnson, MGRM

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Denis C.I. Johnson, M.D., P.A.	Florida	Corporation
Excel Nutritional Supplements, LLC.	Florida	LLC.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Denis C.I. Johnson, M.D., P.A.	Florida	Corporation

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

- 1) All assets of Excel Nutritional Supplements shall be assigned to the surviving entity within twenty days of filing.
- 2) The sale of nutritional supplements shall be offered and conducted through the surviving entity.
- 3) the surviving entity shall pay all costs associated with the merger.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Issuance of shares of common stock to the shareholders
reflecting the same outstanding shares in favor of
each shareholder as each owned prior to the subject
merger. The members and shareholders of each of the
parties to this merger are identical. By agreement,
there is no need to convert interests to cash or other
property.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Unless otherwise agreed to by the shareholders,
since the members are shareholders of each of the parties
are identical, the manner of converting the fights to
acquire said interests, shares, obligations, or other
securities ia the same and shall remain unchanged.

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable

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TALLAHASSEE, FLORIDA

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(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Not applicable.

(Attach additional sheet if necessary)

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