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Florida Department of State
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MERGER OR SHARE EXCHANGE

Max's Spine Investment, LLLP

Certificate of Status	0
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EXAMINER



March 27, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MAX'S SPINE INVESTMENT, LLC
2565 N.W. 59TH STREET
BOCA RATON, FL 33496

SUBJECT: MAX'S SPINE INVESTMENT, LLC
REF: A08000000191

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

The plan of merger must be attached/included.

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, call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

FAX Aud. #: H08000076942
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**CERTIFICATE OF MERGER
OF
MAX'S SPINE INVESTMENTS, LLP,
AN ARIZONA LIMITED LIABILITY PARTNERSHIP
INTO
MAX'S SPINE INVESTMENT, LLLP,
A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

A08-191

Pursuant to the provisions of Chapter 620, Florida Statutes, Sections 620.2106 – 620.2109 of the Florida Revised Uniform Limited Partnership Act, the undersigned Florida limited liability limited partnership adopts the following Certificate of Merger:

1. Max's Spine Investments, LLLP, a Florida limited liability limited partnership, whose address is 2565 N.W. 59th Street, Boca Raton, FL 33496, being validly and legally formed under the laws of the State of Florida and Max's Spine Investments, LLP, an Arizona limited liability partnership, whose address is One Arizona Center, Suite 850, 400 East Van Buren, Phoenix, Arizona, 85004, being validly and legally formed under the laws of the State of Arizona, have adopted the Plan of Merger (the "Plan of Merger") which is attached hereto as Exhibit A and which is hereby made a part hereof.

2. The name and address of the surviving limited liability limited partnership follows:

Max's Spine Investments, LLLP
2565 N.W. 59th Street
Boca Raton, FL 33496

3. The Plan of Merger meets the requirements of Section 620.2106, Florida Statutes, and was approved by each partnership in accordance with Chapter 620, Florida Statutes.

4. The Plan of Merger shall become effective upon the filing of this Certificate of Merger with the Department of State.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of this 28 day of February, 2008.

Max's Spine Investments, LLLP, a Florida
limited liability limited partnership

By: Lawrence T. Markson
Lawrence T. Markson, its General Partner

Max's Spine Investments, LLP, an Arizona
limited liability limited partnership

By: Lawrence T. Markson
Lawrence T. Markson, its General Partner

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PLAN OF MERGER

THIS PLAN OF MERGER is made this 28 day of February, 2008, between Max's Spine Investments, LLLP, a Florida limited liability limited partnership (the "Surviving Partnership"), Max's Spine Investments, LLP, an Arizona limited liability partnership (the "Absorbed Partnership").

R E C I T A L S:

A. The Surviving Partnership is a limited liability limited partnership organized and existing under the laws of the State of Florida, with its principal office at 2565 N.W. 59th Street, Boca Raton, FL 33496.

B. The Absorbed Partnership is a limited liability partnership organized and existing under the laws of the State of Arizona with its principal office at One Arizona Center, Suite 850, 400 East Van Buren, Phoenix, Arizona, 85004.

C. The following Plan of Merger was adopted and approved by each party to the merger in accordance with chapter 620.2108 of the Florida Revised Uniform Limited Partnership Act (the "Act") and other applicable sections of the Act.

Now, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

1. **Recitals.** The foregoing recitals are true.
2. **Names of Merging Entities.** The name and address of the entities planning to merge are as follows:
 - a. Max's Spine Investments, LLLP, a Florida limited liability limited partnership
2565 N.W. 59th Street
Boca Raton, FL 33496
 - b. Max's Spine Investments, LLP, an Arizona limited liability partnership
One Arizona Center, Suite 850
400 East Van Buren
Phoenix, Arizona, 85004
3. **Surviving Partnership.** The name and address of the Surviving Partnership are as follows:

Max's Spine Investments, LLLP, a Florida limited liability limited partnership
2565 N.W. 59th Street
Boca Raton, FL 33496

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4. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Partnership shall cease, and the Surviving Partnership shall succeed to all the rights, privileges, immunities, and franchises, and all the real and personal property of the Absorbed Partnership, without the necessity for any separate transfer. The Surviving Partnership shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Partnership, and neither the rights of creditors nor any liens on the property of the Absorbed Partnership shall be impaired by the merger.

5. **Conversion of Partnership Interest.** The manner and basis of converting the partnership interests of both the general partners and limited partners in Max's Spine Investment, LLLP and Max's Spine Investments, LLP into partnership interests in the Surviving Company is as follows:

The partnership interest of each partner, both general and limited, expressed as a percentage, shall be multiplied by the fair market value of the assets in each partnership, respectively. The resulting dollar amount will carry over to the Surviving Company and will result in a percentage interest in the Surviving Company that is equal to such dollar amount. The resulting percentage interests in the Surviving Company will be calculated using the combined fair market value of the assets of both Max's Spine Investment, LLLP and Max's Spine Investments, LLP. Thus, each partner will have a percentage interest in the Surviving Company with a monetary value equal to the monetary value of the percentage interests they had in their respective partnership prior to the merger.

6. **Changes in Articles of Organization.** The articles of organization of the Surviving Partnership shall continue to be its articles of organization following the effective date of the merger.

7. **Effective Date of Merger.** The effective date of this merger shall be the date the Certificate of Merger is filed with the Florida Department of State.

[SIGNATURE PAGE FOLLOWS]

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date set forth above.

Max's Spine Investments, LLLP, a Florida limited liability partnership

By: 
Lawrence T. Markson, its General Partner

Max's Spine Investments, LLP, an Arizona limited liability partnership

By: 
Lawrence T. Markson, its General Partner

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