

HOLLAND Kn...
315 So. Cal...
Tallahassee, FL 425-5675
City/State/Zip Phone #

A98000000310

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FMD Urologic Therapies II
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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****210.00 ****210.00

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

LP-157.50
CERT 52.50

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
01 APR 13 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 4, 2001

HOLLAND & KNIGHT

TALLAHASSEE, FL

SUBJECT: FMD UROLOGIC THERAPIES II, LTD.
Ref. Number: A98000000310

We have received your document for FMD UROLOGIC THERAPIES II, LTD. and check(s) totaling \$127.50. However, your check(s) and document are being returned for the following:

When filing mergers of limited partnerships, we charge \$52.50 for each limited partnership involved in the merger. So the filing fee would be \$157.50.

The charge for a CERTIFIED COPY of the merger would then be an additional \$52.50.

So the TOTAL AMOUNT required to file this merger and to obtain a certified copy of the documents would be \$210.00.

ALSO, the documents you need to submit must be titled ARTICLES OF MERGER and PLAN OF MERGER.

The document you have submitted is missing many required things such as -- the signatures of the general partners of the other two limited partnerships; the manner and basis of converting the interests, shares, and obligations of the merging parties into the survivor, and the name and address of the general partner of the survivor.

We would strongly suggest that you use our CROSS ENTITY MERGER FORM - which is an easy way for you to make sure we get all the information we need.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 001A00019978

ARTICLES OF MERGER
Merger Sheet

MERGING:

FMD UROLOGIC THERAPIES I, L.P., A SOUTH CAROLINA LIMITED
PARTNERSHIP

FMD UROLOGIC THERAPIES III, L.P., A GEORGIA LIMITED PARTNERSHIP

INTO

FMD UROLOGIC THERAPIES II, LTD., a Florida entity, A98000000310

File date: April 13, 2001

Corporate Specialist: Buck Kohr

ARTICLES OF MERGER AND PLAN OF MERGER

FMD Urologic Therapies I, L.P., a South Carolina limited partnership, FMD Urologic Therapies II, Ltd., a Florida limited partnership, and FMD Urologic Therapies III, L.P., a Georgia limited partnership, hereby submit these Articles of Merger and Plan of Merger under Section 620.203, Florida Statutes.

1. Names; Addresses. Each party to the merger is a limited partnership. The exact name, street address of its principal office, and state of organization of each limited partnership that is a party to the merger (the "Constituent Limited Partnerships") are:

Name and Street Address

State of Organization

Merging Entities:

FMD Urologic Therapies I, L.P.
670 N. Orlando Avenue
Suite 103
Maitland, Florida 32751

South Carolina

FMD Urologic Therapies III, L.P.
670 N. Orlando Avenue
Suite 103
Maitland, Florida 32751

Georgia

Surviving Entity:

FMD Urologic Therapies II, Ltd.
670 N. Orlando Avenue
Suite 103
Maitland, Florida 32751

Florida

2. Surviving Entity. The surviving entity into which the other Constituent Limited Partnerships will merge is FMD Urologic Therapies II, Ltd. (the "Surviving Partnership"), 670 N. Orlando Avenue, Suite 103, Maitland, Florida 32751. The Surviving Partnership is a Florida limited partnership.
3. Plan of Merger. The attached Plan and Agreement of Merger meets the requirements of Section 620.201, Florida Statutes. The Plan of Merger was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes, and by each of

the other Constituent Limited Partnerships in accordance with the respective laws of all applicable jurisdictions.

4. Partner Consents. All partners of each of the Constituent Limited Partnerships consented to the merger. None of the partners dissented to the merger. The Surviving Partnership obtained the written consent of each person that, as a result of the merger, is now a general partner of the Surviving Partnership pursuant to Section 620.202(2), Florida Statutes.
5. Authority. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any of the Constituent Limited Partnerships.
6. Effective Date. The merger shall take effect on the later of (a) the date of execution of the Plan and Agreement of Merger by each of the Constituent Limited Partners, (b) the filing of all documents required by the laws of Florida, Georgia, and South Carolina to be filed as a condition to the effectiveness of the merger, or (c) April 3, 2001.

Executed as of this 3rd day of April, 2001.

FMD UROLOGIC THERAPIES, I, L.P.,
By Florida Medical Development, Inc.,
its General Partner,

By: H.C. Kresge, Jr.
H.C. Kresge, Jr.,
As its: President

FMD UROLOGIC THERAPIES, II, LTD.,
By Florida Medical Development, Inc.,
its General Partner,

By: H.C. Kresge, Jr.
H.C. Kresge, Jr.,
As its: President

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FMD UROLOGIC THERAPIES, III, L.P.,
By Florida Medical Development, Inc.,
its General Partner,

By: H. C. Kresge, Jr.
H.C. Kresge, Jr.
As its: President

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TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

FMD Urologic Therapies I, L.P., a South Carolina limited partnership, FMD Urologic Therapies II, Ltd., a Florida limited partnership, and FMD Urologic Therapies III, L.P., a Georgia limited partnership, hereby adopt this Plan and Agreement of Merger and agree to merge, in accordance with the terms and conditions set forth below.

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STATE OF FLORIDA
TALLAHASSEE

7. Names; States. The name and state of organization of each limited partnership that is a party to the merger (the "Constituent Limited Partnerships") are:

<u>Name</u>	<u>State of Organization</u>
FMD Urologic Therapies I, L.P.	South Carolina
FMD Urologic Therapies II, Ltd.	Florida
FMD Urologic Therapies III, L.P.	Georgia

2. Surviving Entity. The name of the surviving entity into which the other Constituent Limited Partnerships will merge is FMD Urologic Therapies II, Ltd. (the "Surviving Partnership"), and the state of its organization is Florida. The Surviving Partnership is a limited partnership.
3. Partners; Status. The name the general partner of the Surviving Partnership is Florida Medical Development, Inc., a Florida corporation, the status of which is active. The name the limited partner of the Surviving Partnership is H.C. Kresge, Jr.
4. Terms. The terms and conditions of the merger are as provided in this Plan and Agreement of Merger. When the Merger takes effect:
- (a) The separate existence of each of the Constituent Limited Partnerships, other than the Surviving Partnership, shall cease.
 - (b) Title to all real estate and other property, or any interest therein, owned by each of the Constituent Limited Partnerships shall vest in the Surviving Partnership without reversion or impairment. The Surviving Partnership shall record a certified copy of the Articles of Merger in any county in which a merging entity holds an interest in real property.
 - (c) All liabilities and obligations of each Constituent Limited Partnership shall become the liabilities and obligations of the Surviving Partnership.

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- (d) A claim existing or action or proceeding pending by or against a Constituent Limited Partnership may be continued as if the Merger had not occurred, or the Surviving Partnership may be substituted as a party to the action or proceeding.
 - (e) Neither the rights of creditors of a Constituent Limited Partnership nor any liens upon the property of any Constituent Limited Partnership shall be impaired by the Merger.
 - (f) Each partner of a Constituent Limited Partnership is entitled only to the rights provided in this Plan and Agreement of Merger.

5. Conversion of Interests. The manner and basis of converting the interests of each partner of a party to the merger into interests or obligations of the surviving partnership, or into money or other property in whole or in part, are as follows:

- (a) The interest of Florida Medical Development, Inc., as the general partner of FMD Urologic Therapies I, L.P., a South Carolina limited partnership, shall be converted into the right to receive one dollar (\$1.00) from the Surviving Partnership.
- (b) The interest of Florida Medical Development, Inc., as the general partner of FMD Urologic Therapies III, L.P., a Georgia limited partnership, shall be converted into the right to receive one dollar (\$1.00) from the Surviving Partnership.
- (c) The interest of Florida Medical Development, Inc., as the general partner of FMD Urologic Therapies II, Ltd., a Florida limited partnership, shall not be converted, but shall continue as the interest of the general partner in the Surviving Partnership.
- (d) The interest of H.C. Kresge, Jr., as the limited partner of FMD Urologic Therapies I, L.P., a South Carolina limited partnership, shall be converted into the right to receive one dollar (\$1.00) from the Surviving Partnership.
- (e) The interest of H.C. Kresge, Jr., as the limited partner of FMD Urologic Therapies III, L.P., a Georgia limited partnership, shall be converted into the right to receive one dollar (\$1.00) from the Surviving Partnership.

- (f) The interest of H.C. Kresge, Jr., as the limited partner of FMD Urologic Therapies II, Ltd., a Florida limited partnership, shall not be converted, but shall continue as the interest of the limited partner in the Surviving Partnership.
6. Address. The street address of the Surviving Partnership's chief executive office is 670 N. Orlando Avenue, Suite 103, Maitland, Florida 32751.
7. Approval. This Plan and Agreement of Merger has been approved by all of the partners of each of the Constituent Limited Partnerships.
8. Amendment or Abandonment. This Plan and Agreement of Merger may be amended or abandoned at any time before the effectiveness of the merger by Florida Medical Development, Inc., the general partner of each of the Constituent Limited Partners.
9. Effective Date. The merger shall take effect on the later of (a) the date of execution of this Plan and Agreement of Merger by each of the Constituent Limited Partners, (b) the filing of all documents required by the laws of Florida, Georgia, and South Carolina to be filed as a condition to the effectiveness of the merger, or (c) April 3, 2001.
10. Notice. The Surviving Partnership shall give prompt notice of the Merger to each partner of each of the Constituent Limited Partnerships.

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TALLAHASSEE, FLORIDA