

F08525

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From: Account Name : GRAY HARRIS ROBINSON LANE TROHN
Account Number : I20000000092
Phone : (863)284-2200
Fax Number : (863)688-0310

MERGER OR SHARE EXCHANGE

BECKNER HEARING AIDS, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA HEARING AIDS, INC., a Florida corporation, document number
P93000018840

INTO

BECKNER HEARING AIDS, INC., a Florida entity, F08525

File date: December 18, 2001, effective January 1, 2002

Corporate Specialist: Karen Gibson

(#01000122223 0)

**ARTICLES OF MERGER
OF
FLORIDA HEARING AIDS, INC.
INTO
BECKNER HEARING AIDS, INC.**

FILED
01 DEC 18 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-02

1. FLORIDA HEARING AIDS, INC. (Document Number P93000018840), a Florida corporation, and BECKNER HEARING AIDS, INC. (Document Number F08525), a Florida corporation, are parties to a merger, with BECKNER HEARING AIDS, INC. being the Surviving Corporation.
2. A true and complete copy of the Plan of Merger is attached hereto as Exhibit "A."
3. No change in the Articles of Incorporation of BECKNER HEARING AIDS, INC., being the Surviving Corporation, shall be effected by the merger.
4. The date on which the merger shall be effective (referred to in the Plan of Merger as the "Effective Date") beginning January 1, 2002.
5. The dates of the adoption and approval of the Plan of Merger by the respective shareholders of FLORIDA HEARING AIDS, INC. and BECKNER HEARING AIDS, INC. are as follows:

<u>Name of Corporation</u>	<u>Date</u>
FLORIDA HEARING AIDS, INC.	December 10, 2001
BECKNER HEARING AIDS, INC.	December 10, 2001

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6. As to each of the undersigned corporations, the number of shares outstanding, with all such shares being voting common stock, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
FLORIDA HEARING AIDS, INC.	1,000
BECKNER HEARING AIDS, INC.	255

7. As to each of the undersigned corporations, the total number of shares voting for and voting against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
FLORIDA HEARING AIDS, INC.	1,000	0
BECKNER HEARING AIDS, INC.	255	0

IN WITNESS WHEREOF, FLORIDA HEARING AIDS, INC., has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 10 day of December, 2001.

FLORIDA HEARING AIDS, INC., a Florida corporation

By: Susan Beckner
Susan Beckner, its President

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IN WITNESS WHEREOF, BECKNER HEARING AIDS, INC., has caused these Articles of Merger to be executed by its undersigned officer duly authorized this 10 day of December, 2001.

BECKNER HEARING AIDS, INC., a Florida corporation

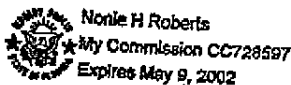
By: Susan Beckner
Susan Beckner, its President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 10 day of December, 2001, by Susan Beckner, being the President of FLORIDA HEARING AIDS, INC., a Florida corporation, on behalf of the Corporation. Such person did not take an oath and:

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(AFFIX NOTARY SEAL)



Nonie H. Roberts
Signature of Notary Public
NONIE H ROBERTS
Name of Notary Public
(Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission Expires (if not legible on seal): _____

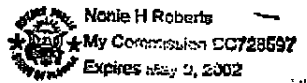
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STATE OF FLORIDA
COUNTY OF POLK

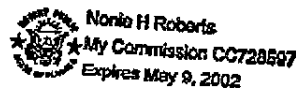
The foregoing instrument was acknowledged before me this 10 day of December, 2001, by Susan Beckner, being the President of BECKNER HEARING AIDS, INC., a Florida corporation, on behalf of the Corporation. Such person did not take an oath and:

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

(AFFIX NOTARY SEAL)



Nonie H. Roberts
Signature of Notary Public
NONIE H ROBERTS
Name of Notary Public
(Typed, Printed or Stamped)
Commission Number (if not legible on seal): _____
My Commission Expires (if not legible on seal): _____



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PLAN OF MERGER

I. Corporations Proposing to Merge and the Surviving Corporation.

(a) The Corporations proposing to merge are FLORIDA HEARING AIDS, INC., a Florida corporation, and BECKNER HEARING AIDS, INC., a Florida corporation.

(b) On the Effective Date of the merger as specified in the Articles of Merger (referred to herein as the "Effective Date"), FLORIDA HEARING AIDS, INC. shall be merged into BECKNER HEARING AIDS, INC. in accordance with the applicable laws of the State of Florida and the term and provisions of this Plan of Merger. BECKNER HEARING AIDS, INC. shall be the surviving corporation (referred to herein as the "Surviving Corporation").

(c) Each of the Corporations proposing to merge is a Florida corporation organized and existing under Chapter 607, Florida Statutes, or the predecessor to Chapter 607, Florida Statutes.

II. Terms and Conditions of the Proposed Merger.

(a) The corporate identify, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature of BECKNER HEARING AIDS, INC. shall continue unaffected and unimpaired by the merger.

(b) On the Effective Date, the separate existence of FLORIDA HEARING AIDS, INC. shall cease (except to the extent continued by law), and



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all of the properties (both real and personal), rights, powers, privileges, immunities and franchises, of whatever nature and description, of a public as well as of a private nature, of FLORIDA HEARING AIDS, INC., shall be transferred to, vest in and evolve upon BECKNER HEARING AIDS, INC., as the Surviving Corporation, without further act or deed.

(c) From and after the Effective Date, BECKNER HEARING AIDS, INC., as the Surviving Corporation, shall be responsible and liable for all of the debts, liabilities and obligations of FLORIDA HEARING AIDS, INC., to the extent required by law; and any claim existing and any action or proceeding pending by or against FLORIDA HEARING AIDS, INC., may be prosecuted as if the merger had not taken place or, alternatively, BECKNER HEARING AIDS, INC. as the Surviving Corporation, may be substituted in the place of FLORIDA HEARING AIDS, INC.

(d) If, at any time, BECKNER HEARING AIDS, INC., as the Surviving Corporation, shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in BECKNER HEARING AIDS, INC., as the Surviving Corporation, the title to any properties (both real and personal), powers, rights, privileges, immunities or franchises of FLORIDA HEARING AIDS, INC. acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of

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FLORIDA HEARING AIDS, INC., or, alternatively, the corresponding officers of BECKNER HEARING AIDS, INC., as the Surviving Corporation, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions, as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights, privileges, immunities and franchises of FLORIDA HEARING AIDS, INC. in BECKNER HEARING AIDS, INC., as the Surviving Corporation, and otherwise to carry out the intent hereof.

III. Manner and Basis of Converting the Shares of the Merging Corporation into Shares of the Surviving Corporation.

(a) The authorized stock of FLORIDA HEARING AIDS, INC. consists of voting common stock (referred to herein as the "Merging Corporation's Stock"), of which one thousand (1,000) shares are presently issued and outstanding. The authorized stock of BECKNER HEARING AIDS, INC. consists of voting common stock (referred to herein as the "Surviving Corporation's Stock"), of which two hundred fifty-five (255) shares are presently issued and outstanding.

(b) On the Effective Date, each outstanding share of the Merging Corporation's Stock shall be converted into and become .245 shares of the

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Surviving Corporation's Stock. None of the outstanding shares of the Surviving Corporation's Stock shall be changed or converted as a result of the merger.

As of the Effective Date, all of the authorized but unissued shares of the Merging Corporation's Stock will be cancelled and no shares will be issued in lieu thereof. The authorized shares of the Surviving Corporation's Stock shall be the authorized shares of the capital stock of the Surviving Corporation.

As a result of the foregoing, on the Effective Date, the one thousand (1,000) shares of the Merging Corporation's Stock presently outstanding shall be converted into and become two hundred forty-five (245) shares of the Surviving Corporation's Stock, and the two hundred fifty-five (255) shares of the Surviving Corporation's Stock which are presently outstanding shall continue to be outstanding and automatically shall be deemed outstanding shares of the Surviving Corporation's Stock.

As soon as practicable after the Effective Date, the shareholders of FLORIDA HEARING AIDS, INC. shall surrender their respective certificates representing each such shareholder's portion of the one thousand (1,000) shares of the Merging Corporation's Stock and shall be entitled to receive a certificates evidencing collectively two hundred forty-five (.245) shares of the Surviving Corporation's Stock.

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IV. Articles of Incorporation, Bylaws and Directors of the Surviving Corporation.

(a) Articles of Incorporation. No change to the Articles of Incorporation of BECKNER HEARING AIDS, INC., being the Surviving Corporation, shall be effected by the merger, and the Articles of Incorporation of BECKNER HEARING AIDS, INC., as heretofore amended, in the form presently on file with the office of the Florida Secretary of State, shall, on and after the Effective Date constitute the Articles of Incorporation of the Surviving Corporation, unless and until thereafter amended in accordance with the provisions thereof.

(b) Bylaws. On and after the Effective Date, the Bylaws of BECKNER HEARING AIDS, INC., in their present form, shall be the Bylaws of the Surviving Corporation unless and until such Bylaws shall be altered, amended or repealed, or until new Bylaws shall be adopted, in accordance with the provisions of such Bylaws.

(c) Directors. On the Effective Date, each current director of BECKNER HEARING AIDS, INC. shall become the Directors of the Surviving Corporation and shall serve as such until their respective successors are duly elected and have qualified.

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V. Other Provisions.

(a) Abandonment of Merger. This Plan of Merger may be abandoned by the mutual consent of FLORIDA HEARING AIDS, INC. and BECKNER HEARING AIDS, INC., acting each by its Board of Directors, at any time before the Effective Date.

(b) Purpose. The purpose of the statutory merger contemplated by this Plan of Merger is to accomplish a merger of FLORIDA HEARING AIDS, INC. into BECKNER HEARING AIDS, INC., as the Surviving Corporation, pursuant to the applicable provisions of Section 368, Internal Revenue Code of 1986, as amended, and pursuant to the applicable provisions of Chapter 607, Florida Statutes, as amended.