

Division of Corporations

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F50095

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE**ORTHOTIC & PROSTHETIC CENTER OF ST. PETERSBURG, INC.**

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF MERGER
OF
WESTCOAST PROSTHETICS, INC.
AND
ORTHOTIC & PROSTHETIC CENTER OF ST. PETERSBURG, INC.**

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation Orthotic & Prosthetic Center of St. Petersburg, Inc., a Florida corporation (Document Number F50095).
2. The name of the merging corporation is Westcoast Prosthetics, Inc., a Florida corporation (Document Number P07000106795).
3. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors and the Shareholders of all classes of stock of Westcoast Prosthetics, Inc. on October 20, 2010.
4. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors and the Shareholders of all classes of stock of Orthotic & Prosthetic Center of St. Petersburg, Inc. on October 20, 2010.
5. The effective date of the merger is October 29, 2010.

Dated: October 20, 2010

Westcoast Prosthetics, Inc.

By: 
Paul C. Weott, President

Orthotic & Prosthetic Center of
St. Petersburg, Inc.

By: 
Paul C. Weott, President

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PLAN OF MERGER

THIS PLAN OF MERGER, dated October 20, 2010, by and between Orthotic & Prosthetic Center of St. Petersburg, Inc., a Florida corporation, hereinafter also called the "surviving corporation", and Westcoast Prosthetics, Inc., a Florida corporation, hereinafter also called the "merging corporation."

RECITALS

A. Westcoast Prosthetics, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3660 Central Avenue, Suite #6, Ft. Myers, FL 33901.

B. Westcoast Prosthetics, Inc. is authorized to issue One Thousand (1,000) shares of no par value common stock, of which 100 shares are issued and outstanding.

C. Orthotic & Prosthetic Center of St. Petersburg, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 3611 5th Avenue North, St. Petersburg, FL 33713.

D. Orthotic & Prosthetic Center of St. Petersburg, Inc. is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, of which 100 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Westcoast Prosthetics, Inc. be merged into Orthotic & Prosthetic Center of St. Petersburg, Inc., pursuant to the provisions of Sections 607.1101, *et seq.*, of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. **MERGER.** Westcoast Prosthetics, Inc. shall merge with and into Orthotic & Prosthetic Center of St. Petersburg, Inc., which shall be the surviving corporation.

2. **TERMS AND CONDITIONS.** On the effective date of the merger, the separate existence of the merging corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the merging corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merging corporation, and neither the rights of creditors nor any liens on the property of the merging corporation shall be impaired by the merger.

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3. CONVERSION OF SHARES. The manner and basis of converting the shares of the merging corporation into shares of the surviving corporation is as follows:

a. Each share of the no par value common stock of Westcoast Prosthetics, Inc., issued and outstanding on the effective date of the merger shall be converted into one (1) share of the One Dollar (\$1.00) par value common stock of Orthotic & Prosthetic Center of St. Petersburg, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. No rights to acquire the merging corporation's common stock are outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the merging corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

b. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the merging corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

c. Holders of certificates of common stock of the merging corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

4. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. CHANGES IN BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

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7. PROHIBITED TRANSACTIONS. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the merging and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. APPROVAL BY SHAREHOLDERS. This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida on or before October 18, 2010, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. EFFECTIVE DATE OF MERGER. The effective date and time of this merger shall be the date when the articles of merger are filed by the Florida Department of State on October 29, 2010, whichever is later.

10. ABANDONMENT OF MERGER. This Plan of Merger may be abandoned by action of the board of directors of either the surviving or the merging corporation without shareholder approval at any time prior to the effective date on the happening of either of the following events:

a. If the merger is not approved by the shareholders of either the surviving or the merging corporation on or before October 20, 2010.

b. If, in the judgment of the board of directors of either the surviving or the merging corporation, the merger would be impracticable because of the number of dissenting shareholders asserting dissenter's rights under the laws of the State of Florida.

11. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their officers and sealed with their corporate seals pursuant to the authorization of their respective boards of directors on the date first above written.

Westcoast Prosthetics, Inc.

By: 

Paul C. Weott, President

Orthotic & Prosthetic Center of
St. Petersburg, Inc.

By: 

Paul C. Weott, President

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