

F96000000097

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000113724 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY/AZH
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

RECEIVED

04 MAY 26 PM 2:26

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY 26 PM 5:00

FILED

MERGER OR SHARE EXCHANGE

NAVIX RADIOLOGY SYSTEMS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$525.00

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger

05/26/04 DC

H04000113724 3

ARTICLES OF MERGER
OF
RADIOLOGY ASSOCIATES OF FLORIDA, INC.
RADIOLOGY ASSOCIATES OF COCONUT GROVE, INC.
OSCEOLA IMAGING, INC.
GR ACQUISITION CORP.
BRV ACQUISITION CORP.
NAVIX MSO OSCEOLA, INC.
NAVIX MSO PENINSULA, INC.
NAVIX MSO PIEDMONT, INC.
NAVIX MSO CORAL GABLES, INC.
NAVIX MSO GABLES, INC.
NAVIX MSO RAF, INC.
NAVIX REAL PROPERTIES, INC.
NAVIX MSO PUNTA GORDA, INC.
NAVIX PRACTICE MANAGEMENT SERVICES, INC.
(each a Florida corporation)
AND
NAVIX RADIOLOGY SYSTEMS, INC.
(a Delaware corporation)

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, each of the domestic wholly-owned subsidiary business corporations and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Radiology Associates of Florida, Inc., Radiology Associates of Coconut Grove, Inc., Osceola Imaging, Inc., GR Acquisition Corp., BRV Acquisition Corp., Navix MSO Osceola, Inc., Navix MSO Peninsula, Inc., Navix MSO Piedmont, Inc., Navix MSO Coral Gables, Inc., Navix MSO Gables, Inc., Navix MSO RAF, Inc., Navix Real Properties, Inc., Navix MSO Punta Gorda, Inc. and Navix Practice Management Services, Inc., each a Florida corporation (the "Subsidiaries") with and into Navix Radiology Systems, Inc., a Delaware corporation (the "Parent"), as approved by the Board of Directors of the Parent on April 30, 2004.

2. The merger of the Subsidiaries with and into the Parent is permitted by the laws of the jurisdiction of organization of the Parent and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Parent was April 30, 2004.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall

H04000113724 3

04 MAY 26 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY. 26. 2004 2:24PM CORPORATION SVC CO

NO. 742 P. 3
H04000113724 3

be upon filing of these Articles of Merger with the Secretary of State of Florida.

Executed on April 30, 2004

PARENT:

NAVIX RADIOLOGY SYSTEMS, INC.

By: Cheryl A. Ford
Cheryl A. Ford, President

SUBSIDIARIES:

RADIOLOGY ASSOCIATES OF FLORIDA, INC.

By: Cheryl A. Ford
Cheryl A. Ford, President

RADIOLOGY ASSOCIATES OF COCONUT
GROVE, INC.

By: Cheryl A. Ford
Cheryl A. Ford, President

OSCEALA IMAGING, INC.

By: Cheryl A. Ford
Cheryl A. Ford, President

GR ACQUISITION CORP.

By: Cheryl A. Ford
Cheryl A. Ford, President

ERV ACQUISITION CORP.

By: Cheryl A. Ford
Cheryl A. Ford, President

MAY. 26. 2004 2:24PM

CORPORATION SVC CO

NO. 742 P. 4

H04000113724 3

SUBSIDIARIES (CONTINUED)

NAVIX MSO OSCEOLA, INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

NAVIX MSO PENINSULA, INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

NAVIX MSO PIEDMONT, INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

NAVIX MSO CORAL GABLES, INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

NAVIX MSO GABLES, INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

NAVIX MSO RAF, INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

MAY. 26. 2004 2:24PM

CORPORATION SVC CO

NO. 742 P. 5.

H04000113724 3

SUBSIDIARIES (CONTINUED)

NAVIX REAL PROPERTIES, INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

NAVIX MSO PUNTA GORDA, INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

NAVIX PRACTICE MANAGEMENT SERVICES,
INC.

By: *Cheryl A. Ford*
Cheryl A. Ford, President

PLAN OF MERGER

1. Navix Radiology Systems, Inc., a Delaware corporation (the "Parent"), which is the parent corporation and the owner of all of the outstanding shares of each of Radiology Associates of Florida, Inc., Radiology Associates of Coconut Grove, Inc., Osceola Imaging, Inc., GR Acquisition Corp., BRV Acquisition Corp., Navix MSO Osceola, Inc., Navix MSO Peninsula, Inc., Navix MSO Piedmont, Inc., Navix MSO Coral Gables, Inc., Navix MSO Gables, Inc., Navix MSO RAF, Inc., Navix Real Properties, Inc., Navix MSO Punta Gorda, Inc. and Navix Practice Management Services, Inc. (the "Subsidiaries"), each of which is a business corporation of the State of Florida, hereby merges the Subsidiaries into the Parent pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of the Parent.
2. The separate existence of the Subsidiaries shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and the Parent shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of the Subsidiaries shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of the Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.