

H86922

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MERGER OR SHARE EXCHANGE

DAVID L. VASTOLA, D.O., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	05
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12/27/00

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A.,
a Florida corporation, P00000100436

INTO

DAVID L. VASTOLA, D.O., P.A., a Florida entity, H86922

File date: December 22, 2000

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 26, 2000

DAVID L. VASTOLA, D.O., P.A.
824 US HWY 1
NORTH PALM BEACH, FL 33408

SUBJECT: DAVID L. VASTOLA, D.O., P.A.
REF: H86922

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

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please correct the name of the non-surviving corporation, in the heading of the document, to read as follows: PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A.

Throughout the Plan of Merger the merging corporation is referred to as, A BUSINESS CORPORATION, however, the surviving corporation is referred to as, A PROFESSIONAL ASSOCIATION. Should the wording, A PROFESSIONAL ASSOCIATION be after each corporation since both of them are professional association's????? If so, please correct.

*****THE AMENDED AND RESTATED ARTICLES MUST BE FILED FIRST BEFORE THE MERGER CAN BE FILED*****

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Corporate Specialist

FAX Aud. #: E00000066777
Letter Number: 400A00064298

ARTICLES OF MERGER

OF

**PREFERRED MEDICAL MANAGEMENT SOLUTIONS
OF PALM BEACH, P.A.**

AND

DAVID L. VASTOLA, D.O., P.A.

To the Secretary of State
State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

ARTICLE I

Annexed hereto and made a part hereof is the Plan of Merger for merging PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A. with and into DAVID L. VASTOLA, D.O., P.A. as approved and adopted by written consent of the shareholders of PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A. entitled to vote thereon given on December 21, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of DAVID L. VASTOLA, D.O., P.A. entitled to vote thereon given on December 21, 2000 in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

ARTICLE II

DAVID L. VASTOLA, D.O., P.A. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE III

The effective time and date of the merger herein shall be on December 21, 2000.

Executed on December 21, 2000

**PREFERRED MEDICAL MANAGEMENT
SOLUTIONS OF PALM BEACH, P.A.**

By: 

Name: Dr. David L. Vastola

Title: President

Domenick R. Lioce (FL # 284556)
Nason, Yeager, Gerson, White & Lioce, P.A.
1645 Palm Beach Lakes Boulevard, Suite 1200
West Palm Beach, Florida 33401

DEC-26-2000 16:52


NASON, YEAGER

561 686 5442 P.04

H00000066777 4

Executed on December 21, 2000

DAVID L. VASTOLA, D.O., P.A.

By: 
Name: Dr. David L. Vastola
Title: President

PLAN OF MERGER
OF
PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A.
AND
DAVID L. VASTOLA, D.O., P.A.

PLAN OF MERGER adopted for PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A., a professional association organized under the laws of the State of Florida, by resolution of its Board of Directors on December 21, 2000, and adopted for DAVID L. VASTOLA, D.O., P.A., a professional association organized under the laws of the State of Florida, by resolution of its Board of Directors on December 21, 2000. The names of the corporations planning to merge are PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A., a professional association organized under the laws of the State of Florida, and DAVID L. VASTOLA, D.O., P.A., a professional association organized under the laws of the State of Florida. The name of the surviving corporation into which PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A. plans to merge is DAVID L. VASTOLA, D.O., P.A.

1. PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A. and DAVID L. VASTOLA, D.O., P.A. shall, pursuant to the provisions of the Florida Business Corporation Act and Chapter 621 of the Florida Statutes, be merged with and into a single professional association, to wit, DAVID L. VASTOLA, D.O., P.A., which shall be the surviving professional association at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act Chapter 621 of the Florida Statutes. The separate existence of PREFERRED MEDICAL MANAGEMENT SOLUTIONS OF PALM BEACH, P.A., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended

as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act and Chapter 621 of the Florida Statutes.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act Chapter 621 of the Florida Statutes.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the non-surviving corporation and by the shareholders of the surviving corporation, entitled to vote in the manner prescribed by the provisions of the Florida Business Corporation Act and Chapter 621 of the Florida Statutes, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, 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.