

J89370

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

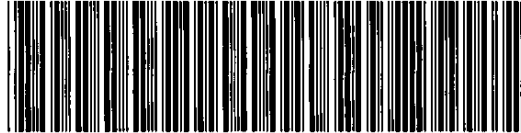
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900079569579

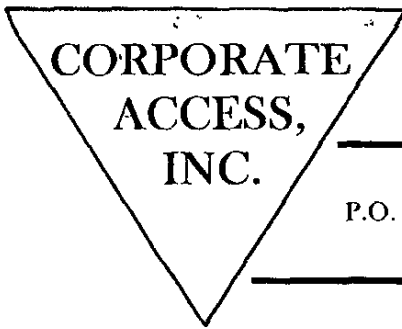
*merged*

09/21/06--01035--011 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2006 SEP 21 PM 4:59

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2006 SEP 21 AM 11:43  
NOT RECORDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

*DDP  
9/22/06*



"When you need ACCESS to the world"

236 East 6th Avenue . Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

## WALK IN

PICK UP:

9/21/06 Alinda

☒ CERTIFIED COPY

☐ PHOTOCOPY

☐ CUS

☒ FILING

Merger

1.

Atlantic Consulting Associates, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

File 2nd

5.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLES OF MERGER**

**OF**

**ATLANTIC CONSULTING ASSOCIATES, INC.,  
A FLORIDA CORPORATION,**

**INTO**

**AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.,  
A FLORIDA CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2006 SEP 21 PM 4:59

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. **ATLANTIC CONSULTING ASSOCIATES, INC.**, a Florida corporation (the "Merging Corporation"), shall be merged with and into **AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.**, a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation in the merger.

2. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall remain and be the Articles of Incorporation of the Surviving Corporation, and the name of the Surviving Corporation after the merger shall be **AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.**

4. The Plan of Merger, a copy of which is attached hereto and made a part hereof, was adopted and approved by the directors and the sole shareholder of the Merging Corporation and by the directors and the shareholders of the Surviving Corporation on September 18, 2006.

**IN WITNESS WHEREOF**, the Surviving Corporation and the Merging Corporation have caused these Articles of Merger to be executed by their respective officers effective as of September 18, 2006.

**ATLANTIC CONSULTING  
ASSOCIATES, INC**

**AGUIRRE INTERNAL MEDICINE  
GROUP OF THE PALM BEACHES, INC.**

By: 

Name: Barbara Ceuleers  
Its: President

By: 

Name: Gerardo Aguirre, M.D.  
Its: President

## **PLAN OF MERGER**

THIS PLAN OF MERGER (the "**Plan**") is made and entered into as of September \_\_, 2006 by and between **ATLANTIC CONSULTING ASSOCIATES, INC.**, a Florida corporation (the "**Merging Corporation**"), and **AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.**, a Florida corporation (the "**Surviving Corporation**"). The Merging Corporation and the Surviving Corporation are hereinafter sometimes referred to collectively as the "**Constituent Corporations**."

### **WITNESSETH:**

**WHEREAS**, the directors of the Constituent Corporations have determined that it would be in the best interest of such corporations and their respective shareholders for the Merging Corporation to merge with and into the Surviving Corporation in accordance with the Florida Business Corporation Act.

**NOW, THEREFORE**, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Corporations hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Corporation shall be merged (the "**Merger**") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.

2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State (the "**Effective Date**").

3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation and the separate corporate existence of the Merging Corporation shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Corporation which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Corporation, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired; and (d) the name of the Surviving Corporation shall be **AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.**, without further act or deed.

4. **Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation, and the name of the Surviving Corporation after the Merger shall be **AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.**; (b) the Bylaws of the Surviving Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving

Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified.

5. Cancellation of Shares. Upon the Effective Date, all of the then-issued and outstanding shares of capital stock of the Merging Corporation shall be automatically canceled, without any action on the part of the holder thereof.

6. Articles of Merger. Promptly upon adopting this Plan, the parties shall execute the Articles of Merger attached hereto and file the same with the Florida Department of State.

7. Governing Law. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

8. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

**ATLANTIC CONSULTING  
ASSOCIATES, INC.**

By: 

Name: Barbara Ceuleers

Title: President

**AGUIRRE INTERNAL MEDICINE  
GROUP OF THE PALM BEACHES, INC.**

By: 

Name: Gerardo Aguirre, M.D.

Title: President

**WRITTEN CONSENT  
OF THE SOLE DIRECTOR AND SHAREHOLDER OF  
ATLANTIC CONSULTING ASSOCIATES, INC.,  
A FLORIDA CORPORATION**

The undersigned, being the sole director and shareholder of **ATLANTIC CONSULTING ASSOCIATES, INC.**, a Florida corporation (the "**Corporation**"), hereby makes the following written statement in lieu of holding a special meeting, pursuant to the terms of Section 607.0821 of the Florida Business Corporation Act:

**WHEREAS**, the undersigned has determined that it would be in the best interest of the Corporation to merge the Corporation with and into **AGUIRRE INTERNAL MEDICINE GROUP OF THE PALM BEACHES, INC.**, a Florida corporation ("**Aguirre**"); and

**WHEREAS**, the undersigned has reviewed, approved and ratified the Plan of Merger and the Articles of Merger merging the Corporation with and into Aguirre (the "**Articles of Merger**"), a copy of which is attached hereto as **Exhibit "A"**, and desires to evidence such approval and ratification:

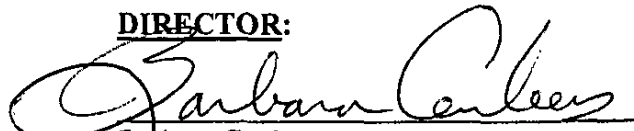
**NOW, THEREFORE, BE IT RESOLVED**, that the Plan of Merger and the Articles of Merger are hereby approved, ratified and confirmed in all respects as acts and deeds of the Corporation until amended or repealed in accordance with applicable law; and be it

**FURTHER RESOLVED**, that Barbara Ceuleers, as President of the Corporation, is hereby authorized and directed to execute the Plan of Merger and the Articles of Merger and to cause to be filed the same with the Florida Department of State on behalf of the Corporation, and to take any further action necessary to carry out the intent of this resolution; and be it

**FURTHER RESOLVED**, that the Secretary of the Corporation is directed to insert a copy of the Articles of Merger in the Corporation's minute book as part of its permanent records.

Date: September 1, 2006

**DIRECTOR:**

  
Barbara Ceuleers

**STOCKHOLDER:**

  
Barbara Ceuleers