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MERGER OR SHARE EXCHANGE

MEDCARE MANAGEMENT SYSTEMS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$60.00

SECRETARY OF STATE
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SAK VENTURES, INC. A FLORIDA CORPORATION

,

into

MEDCARE MANAGEMENT SYSTEMS, LLC, a Florida entity L00000002542

File date: March 7, 2000

Corporate Specialist: Michael Mays

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ARTICLES OF MERGER

of

SAK VENTURES, INC.,
a Florida corporation

into

MEDCARE MANAGEMENT SYSTEMS, LLC,
a Florida limited liability company

Pursuant to Sections 607.1108 and 607.1109 of the Florida Business Corporation Act and Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act, the following Articles of Merger are adopted by SAK Ventures, Inc., a Florida corporation ("SAK"), and MedCare Management Systems, LLC ("MedCare"), a Florida limited liability company.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between SAK and MedCare is attached hereto as Exhibit A and incorporated herein by reference.

2. Pursuant to the Plan of Merger, SAK shall be merged with and into MedCare and MedCare shall be the surviving entity.

3. The Merger Agreement was approved by the members entitled to vote of MedCare and by the shareholders of SAK, in each case effective as of the date of filing of these Articles of Merger with the State of Florida, Department of State, in accordance with each such entity's organizational documents and applicable law.

4. The effective date of the Merger shall be the date of filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers this 7th day of March, 2000.

SAK VENTURES, INC.

By: 

SCOTT B. BAKER, M.D., Its President

MEDCARE MANAGEMENT SYSTEMS, LLC.

By: 

SCOTT B. BAKER, M.D., Its Managing Member

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EXHIBIT A

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AGREEMENT AND PLAN OF MERGER OF

SAK Ventures, Inc.,
a Florida corporation

with and into

MedCare Management Systems, LLC,
a Florida Limited Liability Company

This Agreement and Plan of Merger, made by and between SAK Ventures, Inc., a Florida corporation ("SAK"), and MedCare Management Systems, LLC, a Florida limited liability company ("MedCare" and, collectively with SAK, the "Constituent Entities").

WITNESSETH:

WHEREAS, SAK desires to merge with and into MedCare, with MedCare being the surviving entity (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the respective Board of Directors and Members of the Constituent Entities have determined it to be in their best interests to effect the Merger, as contemplated by the Plan, all in accordance with Sections 607.1108 and 607.1109 of the Florida Business Corporation Act and Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (respectively, the "Corporation Act" and the "Limited Liability Company Act").

NOW THEREFORE, in consideration of the mutual agreements, covenants, and provisions contained herein, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

ARTICLE I
THE MERGER

1. The term "Effective Date" means the date the Articles of Merger are filed with the State of Florida, Department of State, in accordance with Section 608.4382 of the Limited Liability Company Act.

2. On the Effective Date, SAK shall be merged with and into MedCare. The separate existence of SAK shall cease as of the Effective Date, and the existence of MedCare shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities, and franchises of a public, as well as of a private, nature and subject to all the duties and liabilities of limited liability companies organized under the laws of the State of Florida.

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EXHIBIT A (cont'd)

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**ARTICLE II
EFFECTS OF THE MERGER**

As of the Effective Date, MedCare shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of SAK, and shall be responsible and liable for all liabilities and obligations of SAK, all as more particularly set forth in Section 607.1101 of the Corporation Act and in Section 608.4383 of the Limited Liability Company Act. John Connor is the Managing Member of MedCare and will remain the Managing Member of MedCare after the Effective Date of the Merger. John Connor's address is 501 Samuel Wells Medical Complex, 3599 University Boulevard South, Jacksonville, FL 32216.

**ARTICLE III
TERMS AND CONDITIONS OF THE TRANSACTION:
CONVERSION OF AND PAYMENT FOR SHARES:
DISSENTERS RIGHTS**

1. Each share (or fraction thereof) of SAK's common stock issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into \$0.01.
2. All "Membership Interests" of MedCare shall remain outstanding and unaffected by the Merger.
3. In accordance with Section 607.1302 of the Corporation Act, the shareholders of SAK shall be entitled to dissent, and obtain the fair value of their shares, in the event of a merger.

**ARTICLE IV
ASSIGNMENT**

If at any time MedCare shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in MedCare the title to any property or rights of SAK, or to otherwise carry out the provisions hereof, the proper officers and members of MedCare, as of and after the Effective Date, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in MedCare.

**ARTICLE V
EXPENSES**

MedCare shall pay all expenses of accomplishing the Merger.

**ARTICLE VI
MISCELLANEOUS**

MedCare hereby (a) agrees that it may be served with process in Florida in any proceeding for the enforcement of any obligation of SAK and in any proceeding for the enforcement of the rights of a dissenting stockholder of SAK against MedCare, (b) irrevocably appoints the Florida Secretary of State as

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EXHIBIT A (cont'd)

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its agent to accept service of process in any such proceeding, and (c) agrees that the Florida Secretary of State may mail a copy of any process against SAK that may be served on it to MedCare Management Systems, LLC, c/o MOTOLAW, Inc., 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed by their duly authorized officers this 7th day of March, 2000.

SAK VENTURES, INC.

By: /s/ Scott B. Baker, M.D.
Scott B. Baker, M.D., Its President

MEDCARE MANAGEMENT SYSTEMS, LLC.

By: /s/ Scott B. Baker, M.D.
Scott B. Baker, M.D., Its Managing Member

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