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AUTHORIZATION :

Patricia Pizito

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FILED
00 MAR 22 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 22, 2000

ORDER TIME : 12:43 PM

ORDER NO. : 633923-010

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CUSTOMER NO: 137709A

CUSTOMER: Ted R. Tamargo, Esq
Gardner Wilkes Shaheen &
2650 Suntrust Financial Center
401 East Jackson Street
Tampa, FL 33602

ARTICLES OF MERGER

OCALA HEART INSTITUTE BUILDING
PARTNERSHIP

INTO

OCALA HEART INSTITUTE BUILDING
L.L.C.

RECEIVED
00 MAR 22 PM 2:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

L00-3254

Name	<i>OK 3-22</i>
Availability	
Document	<i>OK</i>
Examination	<i>OK</i>
Indexing	<i>OK</i>
Updator	<i>OK</i>
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Acknowledgment	<i>OK</i>
W. P. Verwer	<i>OK</i>

**ARTICLES OF MERGER OF
OCALA HEART INSTITUTE BUILDING PARTNERSHIP
WITH AND INTO
OCALA HEART INSTITUTE BUILDING, L.L.C.**

These following Articles of Merger are being submitted in accordance with Florida Statutes Section 608.4382.

00 MAR 22 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. The name and state of organization of each of the constituent entities participating in the merger are as follows:

(a) **OCALA HEART INSTITUTE BUILDING PARTNERSHIP**, a Florida general partnership (the "Partnership"); and

692196000011

(b) **OCALA HEART INSTITUTE BUILDING, L.L.C.**, a Florida limited liability company.

200-3254

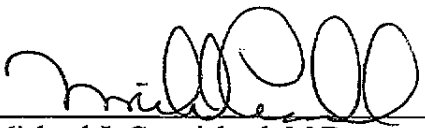
2. The name of the surviving entity in the merger is **OCALA HEART INSTITUTE BUILDING, L.L.C.**, a Florida limited liability company (the "LLC").

3. The Plan of Merger is attached hereto and incorporated herein by reference. The Plan of Merger was approved by (i) the LLC in accordance with the applicable provisions of Chapter 608 of the Florida Statutes and (ii) the Partnership in accordance with the applicable provisions of Chapter 620 of the Florida Statutes.

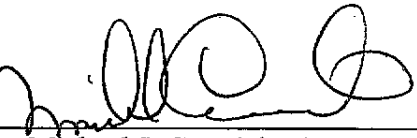
4. The effective date of the merger shall be the date of filing of these Articles of Merger with the Department of State of the State of Florida.

Dated this 21st day of ^{MARCH}~~JANUARY~~, 2000.

Ocala Heart Institute Building, L.L.C.

By: 
Michael J. Carmichael, M.D.,
Manager

Ocala Heart Institute Building Partnership

By: 
Michael J. Carmichael, M.D.,
General Partner

PLAN OF MERGER

This Plan of Merger, which was adopted and approved by each party to the merger in accordance with Florida Statutes Section 608.4381 and applicable Florida law, is being submitted in accordance with Florida Statutes Section 608.438.

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TALLAHASSEE, FLORIDA

1. **Merging Entities.** The name and jurisdiction of formation, organization or incorporation of the merging entities are as follows:

(a) **OCALA HEART INSTITUTE BUILDING PARTNERSHIP**, a Florida general partnership (the "Partnership"); and

(b) **OCALA HEART INSTITUTE BUILDING, L.L.C.**, a Florida limited liability company.

2. **Surviving Entity.** The name of the surviving entity into which the Partnership plans to merge is **OCALA HEART INSTITUTE BUILDING, L.L.C.**, a Florida limited liability company (the "LLC").

3. **Terms and Conditions of the Merger.** The terms and conditions of the merger of the Partnership with and into the LLC are as follows:

(a) The Partnership shall be merged with and into the LLC and the LLC shall merge the Partnership with and into itself pursuant to the provisions of the laws of the State of Florida.

(b) Upon the Effective Date (hereinafter defined), the separate existence of the Partnership shall cease, and the LLC shall be the surviving entity.

(c) The managers of the LLC on the Effective Date shall be and remain the managers of the LLC and shall serve as managers until their respective successors shall have been elected and qualified, unless they earlier die, resign, or are removed. The names and business addresses of the managers of the LLC are as follows:

Name:

Address:

Michael J. Carmichael, M.D.

1511 S.W. First Avenue
Ocala, Florida 34478-3130

R. Craig Kuykendall, M.D.

1511 S.W. First Avenue
Ocala, Florida 34478-3130

Robert L. Feldman, M.D.

1511 S.W. First Avenue
Ocala, Florida 34478-3130

(d) Until subsequently changed, the chief executive office of the LLC shall be 1511 S.W. First Avenue, Ocala, Florida 34474.

(e) Until altered, amended, changed or repealed, the Articles of Organization of the LLC in effect on the Effective Date shall be the Articles of Organization of the LLC.

(f) Until altered, amended or repealed as provided therein, the Operating Agreement for the LLC in effect on the Effective Date shall be the Operating Agreement for the LLC.

(g) The LLC shall pay all expenses of carrying this Plan of Merger into effect accomplishing the merger.

(h) If at any time the LLC shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the LLC, according to the terms hereof, title to any property or rights of the Partnership, the partners of the Partnership shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the LLC, or otherwise, to carry out the intent or accomplish the purposes of this Plan of Merger.

4. **Manner and Basis of Converting Partnership Interests.** Presently, the members of the LLC own all of the membership interests in the LLC as follows:

<u>Member</u>	<u>Percentage Interest</u>
Sara Graham Kuykendall	33 1/3%
Michael J. Carmichael, M.D.	33 1/3%
Robert L. Feldman, M.D.	33 1/3%

Presently, the partners of the Partnership own all of the partnership interests in the Partnership as follows:

<u>Partner</u>	<u>Percentage Interest</u>
Sara Graham Kuykendall	33 1/3%
Michael J. Carmichael, M.D.	33 1/3%
Robert L. Feldman, M.D.	33 1/3%

Upon the effectiveness of the merger, each partnership interest in the Partnership shall, without any further action on the part of the owner thereof, be null and void, canceled, and of no further force or effect, but no additional membership interests in the LLC will be issued. Upon the effectiveness of the merger, the members of the LLC shall continue to own the membership interests in the LLC in accordance with the percentage interests described above.

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TALLAHASSEE, FLORIDA

5. **The Effective Date.** The effective date of the merger contemplated hereby (the "Effective Date") shall be the date of filing of the Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Partnership and the LLC have caused this Plan of Merger to be executed this 21st day of January, 2000.

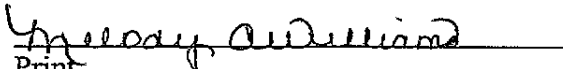
WITNESSES:

THE PARTNERSHIP:

OCALA HEART INSTITUTE BUILDING
PARTNERSHIP, a Florida general
partnership

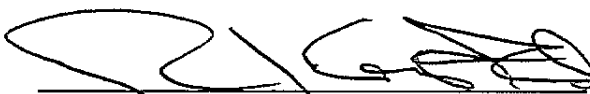

Print
Name: R Kent Adams

By: 
Michael J. Carmichael, M.D.,
General Partner

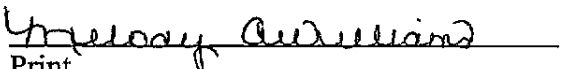

Print
Name: Melody A Williams
As to the Partnership

THE LLC:

OCALA HEART INSTITUTE BUILDING,
L.L.C., a Florida limited liability company


Print
Name: R Kent Adams

By: 
Michael J. Carmichael, M.D.,
Manager


Print
Name: Melody A Williams
As to the LLC

**ARTICLES OF MERGER OF
OCALA HEART INSTITUTE BUILDING PARTNERSHIP
WITH AND INTO
OCALA HEART INSTITUTE BUILDING, L.L.C.**

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(b) **OCALA HEART INSTITUTE BUILDING, L.L.C.**, a Florida limited liability company.

2. The name of the surviving entity in the merger is **OCALA HEART INSTITUTE BUILDING, L.L.C.**, a Florida limited liability company (the "LLC").

3. The Plan of Merger is attached hereto and incorporated herein by reference. The Plan of Merger was approved by (i) the LLC in accordance with the applicable provisions of Chapter 608 of the Florida Statutes and (ii) the Partnership in accordance with the applicable provisions of Chapter 620 of the Florida Statutes.

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

Dated this 21st day of ~~January~~^{MARCH}, 2000.

Ocala Heart Institute Building, L.L.C.

By: 
Michael J. Carmichael, M.D.,
Manager

Ocala Heart Institute Building Partnership

By: 
Michael J. Carmichael, M.D.,
General Partner

ARTICLES OF MERGER
Merger Sheet

MERGING:

OCALA HEART INSTITUTE BUILDING PARTNERSHIP
,

INTO

OCALA HEART INSTITUTE BUILDING, L.L.C., a Florida entity, L00000003254

File date: March 22, 2000

Corporate Specialist: Tammi Cline

Account number: 072100000032

Account charged: 80.00