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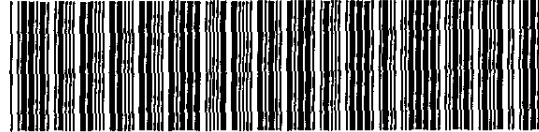
Special Instructions to Filing Officer:

merger

EFF 1/1/05

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LO1-1925



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12/30/04 --01005--022 **60.00

EFFECTIVE DATE

1/1/05

STATE
TALLAHASSEE
FLORIDA

04 DEC 30 AM 9:57

F-11, 000



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
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December 30, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Suncoast Medical Clinic, LLC merging: Medical Group Holdings, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

EFFECTIVE DATE
11/1/05

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04 DEC 30 AM 9:57
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 30, 2004

UCC FILING & SEARCH SERVICES

SUBJECT: SUNCOAST MEDICAL CLINIC, LLC
Ref. Number: L01000001925

EFFECTIVE DATE
1/1/05

FILED
04 DEC 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for SUNCOAST MEDICAL CLINIC, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 904A00072166

Please date today w/ the effective date of 1/1/05.

as always,

Glenda Hood

EFFECTIVE DATE

1/1/05

ARTICLES OF MERGER
OF
MEDICAL GROUP HOLDING COMPANY,
a Florida corporation
and
SUNCOAST MEDICAL CLINIC, LLC,
a Florida limited liability company

FILED
04 DEC 20 09:57
TALLAHASSEE, FLORIDA
2004-11-19
101-11946
101-19253

The undersigned entities, in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Entities. The names of the constituent business entities that are parties to the Merger and these Articles of Merger are SUNCOAST MEDICAL GROUP, LLC, a Florida limited liability company (the "Surviving Limited Liability Company"), and MEDICAL GROUP HOLDINGS, INC., a Florida corporation (the "Merged Corporation").

ARTICLE II. Surviving Limited Liability Company. The business entity that will survive the Merger is SUNCOAST MEDICAL CLINIC, LLC, a Florida limited liability company, which shall continue under its present name.

ARTICLE III. Plan of Merger; Effective Date. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger"). As set forth in the Plan of Merger, the date the Merger shall become effective (the "Effective Date") shall be January 1, 2005.

ARTICLE IV. Adoption. The Plan of Merger meets the requirements of applicable Florida Statutes §§ 607.1108 and 608.438. The Plan of Merger was duly adopted by the sole member of the Surviving Limited Liability Company by written action of even date herewith as required by the applicable laws of the State of Florida, including but not limited to Chapter 608 and no statement as to the rights of dissenting members pursuant to § 608.4384, Florida Statutes, is required. The Plan of Merger was duly adopted by unanimous written action of the Executive Committee and the holders of at least a majority of the stock of the Merged Corporation by written action of even date herewith as required by the applicable laws of the State of Florida, including but not limited to Chapter 607, which vote is sufficient for approval.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 28th day of December, 2004 to be effective as set forth herein.

SUNCOAST MEDICAL CLINIC, LLC

MEDICAL GROUP HOLDING COMPANY

By: 

Steven R. Cohen, President

By: 

Steven R. Cohen, President

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into as of December 28th, 2004 by and between SUNCOAST MEDICAL CLINIC, LLC, a Florida limited liability company (the "Surviving Limited Liability Company") and MEDICAL GROUP HOLDING COMPANY, a Florida corporation (the "Merged Corporation") was adopted and approved by each party to the merger in accordance with Florida Statutes §§ 607.1107 and 608.4381 and is intended to comply with Florida Statutes §§ 607.1108 and 608.438.

Recitals

A. The Surviving Limited Liability Company and the Merged Corporation desire to adopt a plan of merger that constitutes a reorganization of the Merged Corporation and the Surviving Limited Liability Company for tax purposes within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code") and a continuation of the Surviving Limited Liability Company which is a single member disregarded entity for federal tax purposes and for the purpose of affecting a merger of business entities pursuant to the Florida Limited Liability Company Act and the Florida Business Corporation Act.

B. This Plan of Merger shall also constitute a Plan of Reorganization of the Merged Corporation and the Surviving Limited Liability Company.

C. The Merged Corporation is and has always been an electing subchapter S corporation.

D. Simultaneously, with this merger, the Surviving Limited Liability Company is electing to be an association taxed as an S corporation for federal tax purposes and it intends to continue, after the merger, to be taxed as an S corporation for federal tax purposes.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger:

1. Plan of Merger; Parties to Merger. On the Effective Date of the Merger specified herein, MEDICAL GROUP HOLDING COMPANY, a Florida corporation shall merge with and into SUNCOAST MEDICAL CLINIC, LLC, a Florida limited liability company, in accordance

with the merger laws of the State of Florida, including but not limited to Florida Statutes §§ 607.1107, 607.1108, 608.4381 and 608.438. SUNCOAST MEDICAL CLINIC, LLC, a Florida limited liability company, shall continue to exist under the laws of the State of Florida as the surviving limited liability company (the "Surviving Limited Liability Company") and the separate existence of MEDICAL GROUP HOLDING COMPANY, a Florida corporation (the "Merged Corporation") shall terminate on the Effective Date of the Merger.

2. Articles of Organization. The Articles of Organization of the Surviving Limited Liability Company will not differ from its Articles of Organization before the Merger and shall not be changed by virtue of the Merger.

3. Operating Agreement. The Operating Agreement of the Surviving Limited Liability Company in effect on the Effective Date of the Merger shall be the Operating Agreement of the Surviving Limited Liability Company until amended in accordance with law, or as specified in the Articles of Organization or Operating Agreement of the Surviving Limited Liability Company.

4. Effective Date of the Merger. The date the Merger shall become effective as of January 1, 2005 (the "Effective Date"). Each of the parties hereto agree that they shall execute such documents and such other instruments and take such acts or actions as may be necessary to effectuate this Merger. The Articles of Merger shall be in the form attached to this Plan of Merger.

5. Management; Principal Office. As of the Effective Date of the Merger, the Surviving Limited Liability Company will be managed by a Managing Member. The address of the principal office of the Surviving Limited Liability Company will continue to be 601 Seventh Street South, St. Petersburg, FL 33701. The name and address of the initial Managing Member is Steven R. Cohen, 601 Seventh Street South, St. Petersburg, FL 33701.

6. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Limited Liability Company Act, the Surviving Limited Liability Company shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such business entity; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses

in action, and all and every interest, of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Limited Liability Company without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Limited Liability Company shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Limited Liability Company may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

7. Conversion of Interests. On the Effective Date of the Merger, each share of issued and outstanding stock of the Merged Corporation shall be converted into one (1) Unit of the member interests of the Surviving Limited Liability Company. On the Effective Date of the Merger, the membership interests in the Surviving Limited Liability Company and the rights to acquire interests, shares, obligations or securities in the Surviving Limited Liability Company shall not be converted or exchanged in any manner, but each membership interest and the rights to acquire interests, shares, obligations or securities in the Surviving Limited Liability Company shall continue to represent the same membership interest or right to acquire interests, shares, obligations or securities of the Surviving Limited Liability Company.

8. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization of the Merged Corporation pursuant to the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and each of the parties represents and warrants that it will file its tax returns in such a manner as to so reflect this transaction pursuant to said provisions of the Internal Revenue Code. For tax purposes, the Surviving Limited Liability Company shall be deemed to be a continuation of the Merged Corporation and shall use its employer identification number. Each member of the Surviving Limited Liability Company shall have a capital account in the Surviving Limited Liability Company equal to its capital account balance in the Merged Corporation immediately prior to the merger.

9. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

10. Further Assurances. If, at any time, the officers of the Surviving Limited Liability Company shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

11. Amendment/Abandonment of Plan. The shareholders of the Merged Corporation and the members of the Surviving Limited Liability Company may amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

SUNCOAST MEDICAL CLINIC, LLC

MEDICAL GROUP HOLDING COMPANY

By: 
Steven R. Cohen, President

By: 
Steven R. Cohen, President