

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LO1000013927

Sligh Boulevard Partners LLC

000004627020--3
-10/08/01--01065--014
*****80.00 *****80.00

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ☒ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

RECEIVED
OCT -8 PM 2:00
DIVISION OF CORPORATION
AM 11:34

10-8-01

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING:

MARTIN AND COHEN PARTNERSHIP, A NON-QUALIFIED FLORIDA ENTITY

INTO

SLIGH BOULEVARD PARTNERS, L.L.C., a Florida entity, L01000013927

File date: October 8, 2001

Corporate Specialist: Trevor Brumbley

01 OCT - 8 PM 2:01
SECRETARY & CLERK
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF THE
MARTIN AND COHEN PARTNERSHIP WITH AND INTO
SLIGH BOULEVARD PARTNERS, L.L.C.**

Pursuant to the provisions of Section 620.201 and 608.438 of the Florida Statutes, the undersigned do hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of the MARTIN AND COHEN PARTNERSHIP, a Florida general partnership, whose address and principal office is 1200 Sligh Boulevard, Orlando, Florida, County of Orange and whose federal employer identification number is 59-2942902, with and into SLIGH BOULEVARD PARTNERS, L.L.C., a Florida limited liability company, whose address and principal office is 1200 Sligh Boulevard, Orlando, Florida, County of Orange and whose federal employer identification number is 59-3739650 and whose Florida Document/Registration Number is L01000013927, with SLIGH BOULEVARD PARTNERS, L.L.C., being the surviving entity, is set forth on Exhibit "A" attached hereto and made a part hereof. L01000013927

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved and adopted by all of the partners of MARTIN AND COHEN PARTNERSHIP in accordance with Florida Statutes Chapter 620 and all of the members and managers of SLIGH BOULEVARD PARTNERS, L.L.C. in accordance with Florida Statutes Chapter 608 as of October 9, 2001 and is permitted by the organizational agreements of MARTIN AND COHEN PARTNERSHIP and SLIGH BOULEVARD PARTNERS, L.L.C.

ARTICLE III - NO FOREIGN JURISDICTIONS

No entity that is organized under the law of another jurisdiction is a party to this merger.

ARTICLE IV - DISSENTER'S RIGHTS

No person is entitled to dissenter's rights under Florida Statutes §608.4384 or Florida Statutes §620.205.

01 OCT - 8 PM 2:01

APPROVED
AND
FILED

ARTICLE V - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date the Articles of Merger are filed with the Florida Department of State.

DATED as of Oct. 9, 2001.

SLIGH BOULEVARD PARTNERS, L.L.C.

By: Mark L. Friedell
Mark L. Friedell, M.D., Manager

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

MARTIN AND COHEN PARTNERSHIP

By: Mark L. Friedell
Mark L. Friedell, M.D., Partner

By: Michael J. Cohen
Michael J. Cohen, M.D., Partner

APPROVED
AND
FILED
01 OCT -8 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER OF THE
MARTIN AND COHEN PARTNERSHIP
WITH AND INTO
SLIGH BOULEVARD PARTNERS, L.L.C.

1. MARTIN AND COHEN PARTNERSHIP, a Florida partnership ("Partnership"), shall merge with and into SLIGH BOULEVARD PARTNERS, L.L.C. a Florida limited liability company ("Sligh Boulevard"), with SLIGH BOULEVARD PARTNERS, L.L.C. as the surviving entity.

2. Upon the consummation of the merger of the Partnership with and into Sligh Boulevard, the separate existence of the Partnership shall cease. Sligh Boulevard, as the surviving entity, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Sligh Boulevard shall not be affected by the merger and upon the merger, Sligh Boulevard, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Partnership prior to the merger as provided in §608.438 and §620.201 of the Florida Statutes. Further, as provided in §608.438 and §620.201 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Partnership shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Partnership shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Partnership shall henceforth attach to Sligh Boulevard and may be enforced against Sligh Boulevard to the same extent as if such obligations and duties has been incurred by Sligh Boulevard. Additionally, any existing claim or action or proceeding pending by or against the

01 OCT - 8 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Partnership or Sligh Boulevard may be continued as if the merger did not occur or Sligh Boulevard may be substituted in such proceedings for the Partnership

3. The manner and basis of converting the ownership of Partnership into Sligh Boulevard are as follows: as the owners, ownership percentages are identical between the entities, there is no modification of the percentage ownership in the surviving entity.

4. The Articles of Organization of Sligh Boulevard in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of Sligh Boulevard.

5. Sligh Boulevard is to be managed by Mark L. Friedell, M.D. and Michael J. Cohen, M.D., both of whose address is 1200 Sligh Boulevard, Orlando, Florida.

6. The effective date of the merger shall be as of the date the Articles of Merger are filed with the Florida Department of State..

Adopted this day, August 31, 2001, by the undersigned.

APPROVED
AND
FILED
01 OCT -8 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA