

CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

LO 2000001662

CONTACT: CINDY HICKS

DATE: 02-20-02

REF. #: 0262.5065

CORP. NAME: MDG Suncoast, Inc. and
MDG Suncoast, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 501631 FOR \$ 90.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 100004961171--7
-02/20/02--01019--018
*****90.00 *****90.00

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

APPROVED
AND
FILED
02 FEB 20 PM 12:44 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
JTB
2-20-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

MDG SUNCOAST, INC., A FLORIDA ENTITY, P99000077269

INTO

MDG SUNCOAST, LLC, a Florida entity, L02000001662

File date: February 20, 2002

Corporate Specialist: Trevor Brumbley

APPROVED
AND
FILED
02 FEB 20 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND ARTICLES OF MERGER

THIS AGREEMENT is made and entered into this 23 day of January, 2002, by and between MDG SUNCOAST, INC., a Florida corporation (the "Corporation") and MDG SUNCOAST, LLC, a Florida limited liability company (the "LLC"), and constitutes the Articles of Merger for the merger of such business entities in accordance with Section 607.1109 and Section 608.4382, Florida Statutes.

WITNESSETH:

WHEREAS, the Board of Directors of the Corporation and the members of the LLC (the Corporation and the LLC are hereinafter referred to collectively as the "Constituent Business Entities") deem it advisable and generally to the welfare of the Constituent Business Entities and their respective owners that the Corporation be merged with and into the LLC, as authorized by the statutes of the State of Florida and under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, the Corporation, by its Articles of Incorporation, which were filed by the Department of State of the State of Florida on August 30, 1999, has an authorized capitalization of 10,000,000 shares of Class A, voting common stock, par value \$.01 per share, of which 95 shares are now issued and outstanding, and 10,000,000 shares of Class B, nonvoting common stock, par value \$.01 per share, of which 5 shares are now issued and outstanding; and

WHEREAS, the LLC, by its Articles of Organization, which were filed by the Department of State of the State of Florida on January 23, 2002.

NOW, THEREFORE, the Constituent Business Entities, by and among themselves and their respective governing bodies, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Corporation shall merge with and into the LLC with the LLC being the surviving business entity pursuant to the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Agreement and Articles of Merger:

1. The name, street address of its principal office, jurisdiction, and entity type of the merging corporation are as follows:

Name and Street Address

Jurisdiction

Entity Type

02 FEB 20 PM 12:42

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MDG Suncoast, Inc.
115 S. Albany Ave.
Tampa, Fl 33606

Florida

Corporation

FEI Number: 59-3599016

2. The name, street address of its principal office, jurisdiction, and entity type of the surviving business entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MDG Suncoast, LLC 115 S. Albany Ave. Tampa, Fl 33606	Florida	limited liability company

Florida Document Number: L02000001662

3. The merger shall be in accordance with the Plan of Merger attached hereto as Exhibit "A" (the "Plan of Merger"). The Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

4. The Plan of Merger was adopted by the Board of Directors and shareholders of the Corporation on January 23, 2002.

5. The Plan of Merger was adopted by the members of the LLC on January 23, 2002.

6. The merger is permitted and not prohibited under the laws of the State of Florida and is not prohibited by the agreement of any corporation that is a party to the merger.

7. The merger shall become effective as of the date of filing with the Florida Department of State.

8. These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

02 FEB 20 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IN WITNESS WHEREOF, the Constituent Business Entities have caused this Agreement to be executed in accordance with the laws of the State of Florida.

MDG SUNCOAST, LLC,
a Florida limited liability company

By: 

Kenneth I. Morin

MDG SUNCOAST, INC.,
a Florida corporation

By: 

Kenneth I. Morin

APPROVED
AND
FILED

02 FEB 20 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

APPROVED
AND
FILED

02 FEB 20 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

1. The name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
MDG Suncoast, Inc.	Florida

2. The name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
MDG Suncoast, LLC	Florida

3. The terms and conditions of the merger are as follows:

MDG Suncoast, Inc. will be merged into MDG Suncoast, LLC and MDG Suncoast, LLC shall be the surviving corporation.

4. The manner and basis of converting the shares of MDG Suncoast, Inc. into shares of MDG Suncoast, LLC, are as follows:

Each of the 100 issued and outstanding shares of capital stock of the Corporation shall be converted into a one (1) percent membership interest of the LLC.

APPROVED
AND
FILED
02 FEB 20 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA