

Division of Corporations

W02000018322

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Florida Department of State
Division of Corporations
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LS

MERGER OR SHARE EXCHANGE

Endoluminal Technology LLC

Certificate of Status	0
Certified Copy	0
Page Count	14
Estimated Charge	\$105.00

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07 JUL 30 AM 8:00
DIVISION OF CORPORATIONS

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Effective Date 8/01/07

**CERTIFICATE OF MERGER
OF
ENDOLUMINAL TECHNOLOGY RESEARCH, LLC
(a Florida limited liability company)
INTO
ENDOLUMINAL TECHNOLOGY LLC
(a Texas limited liability company)**

The undersigned limited liability companies, acting pursuant to Article 10.03 of the Texas Limited Liability Company Act and Chapter 608.438 of Title XXXVI of the Florida Statutes, hereby submit the following Certificate of Merger, adopted for the purpose of effecting a merger in accordance with the provisions of Part Ten of the Texas Limited Liability Company Act and s. 608.4382, Florida Statutes:

First: That the name and state of organization of the merging limited liability companies are as follows:

<u>Name</u>	<u>State of Formation</u>	<u>Entity Type</u>
ENDOLUMINAL TECHNOLOGY RESEARCH, LLC	Florida	limited liability company
ENDOLUMINAL TECHNOLOGY LLC	Texas	limited liability company

Second: A Plan of Merger between the parties to the merger has been approved and adopted in accordance with the provisions of Chapter 608, Title XXXVI of the Florida Statutes, and Article 10.01 of the Texas Limited Liability Company Act and provides for the merger of ENDOLUMINAL TECHNOLOGY RESEARCH, LLC, a Florida limited liability company and ENDOLUMINAL TECHNOLOGY LLC, a Texas limited liability company and resulting in ENDOLUMINAL TECHNOLOGY LLC, the Texas limited liability company being the surviving limited liability company in the merger (the "Surviving Company"). The executed Plan of Merger is attached hereto as Exhibit A.

Fourth: The Surviving Company's principal office address in Texas is located at 6624 Fannin St., Suite 2220 Houston, Texas 77030.

Fifth: The Surviving Company hereby appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce obligations of ENDOLUMINAL TECHNOLOGY RESEARCH, LLC, including any appraisal rights of its members under ss. 608.4351-608.4359; and the street and mailing address of the office which the Department of State may use for purposes of s. 48.181 Florida Statutes is 6624 Fannin Street, Suite 2220 Houston, Texas 77030.

Sixth: The Plan of Merger and the performance of its terms were duly authorized and approved by all actions required by the laws, including the applicable provisions of Chapter 608, Title XXXVI Florida Statutes, under which each limited liability company that is party to the merger was formed or organized and by its constituent documents.

Seventh: The merger shall be effective at 12:01 am on August 1, 2007.

Eighth: ENDOLUMINAL TECHNOLOGY LLC, the Surviving Company, will be responsible for the payment of all fees and franchise taxes required to be paid by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid. The Surviving Company has agreed to pay to any members with appraisal rights the amount to which such members are entitled under ss. 608.4351-608.4359 Florida Statutes.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned limited liability companies have executed these Articles of Merger as of this 16 of April, 2007.

ENDOLUMINAL TECHNOLOGY
RESEARCH, LLC, a Florida limited liability
company

By: [Signature]
David Pedraza, Managing Member

ENDOLUMINAL TECHNOLOGY LLC, a
Texas limited liability company

By: [Signature]
R. David Fish, Managing Member

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**EXHIBIT A
PLAN OF MERGER**

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER
of
Endoluminal Technology Research, LLC
(a Florida limited liability company)
with and into
Endoluminal Technology LLC
(a Texas limited liability company)

Pursuant to the provisions of Article 10.01.A of the Texas Limited Liability Company Act ("TLLCA") and Section 608.438 of Title XXXVI of the Florida Statutes, Endoluminal Technology Research, LLC, a Florida limited liability company (the "Florida Co.") and Endoluminal Technology LLC, a Texas limited liability company (the "Texas Co."), hereby enter into this Plan of Merger for the purpose of merging the Florida Co. with and into Texas Co. as follows:

1. The name and jurisdiction of organization or state of domicile of each party to the merger is as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>State of Incorporation/Domicile</u>
Endoluminal Technology Research, LLC	limited liability company	Florida
Endoluminal Technology LLC	limited liability company	Texas

2. The entity that will survive the merger is Endoluminal Technology LLC, a Texas limited liability company.

3. All outstanding member interests in Florida Co. will be converted into a fifty percent (50%) member interest in Texas Co. and all previously outstanding member interests in Texas Co. held by the sole Member of Florida Co. will be retired upon the effectiveness of the merger. Thus upon consummation of the merger, each of R. David Fish and David Paniagua will hold fifty percent (50%) member interests in the surviving Texas Co. Texas Co. will assume all of the liabilities of Florida Co.

4. The names and addresses of the Managing Members of Texas Co. shall be:

R. David Fish
6624 Fannin St., Suite 2220
Houston, TX 77030

David Paniagua
6624 Fannin St., Suite 2220
Houston, TX 77030

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TALLAHASSEE, FLORIDA

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5. Copies of the organizational documents of Florida Co. and Texas Co. are attached hereto as Exhibits A and B, respectively.

6. The merger shall be effective upon the filing of this Plan of Merger with the appropriate authorities in the State of Florida and the State of Texas.

Dated this 16 day of April, 2007.

Endoluminal Technology Research, LLC
a Florida limited liability company

By: 
David Pamiagus, Managing Member

Endoluminal Technology LLC
a Texas limited liability company

By: 
R. David Fish, Managing Member

Plan of Merger - FL LLC into TX LLC - Endoluminal LLC.DOC

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EXHIBIT A
ARTICLES OF ORGANIZATION OF ENDOLUMINAL TECHNOLOGY LLC
FLORIDA

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TALLAHASSEE, FLORIDA

Exhibit A as Part of [unclear]

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ARTICLES OF ORGANIZATION

OF

ENDOLIMINAL TECHNOLOGY RESEARCH, LLC

ARTICLE I

The name of the limited liability company (hereinafter called the "limited liability company") is ENDOLIMINAL TECHNOLOGY RESEARCH, LLC.

ARTICLE II

The address of the principal office and the mailing address of the limited liability company is 1855 75th Street, Suite 7-H, Miami Beach, FL 33141.

ARTICLE III

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV

The remaining members of the limited liability company have the right to continue the business in the event of the termination of the limited liability company at any time due to the retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, provided that all of the remaining members agree to do so in writing within 30 days after the date of a member's termination of membership.

ARTICLE V

The name and the Florida street address of the registered agent of the limited liability company is

David Poulakis
1855 75th Street
Suite 7-H
Miami Beach, Florida 33141

Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: July 18, 2002

(Registered Agent Signature)

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TALLAHASSEE, FLORIDA

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ARTICLE VI

The limited liability company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

David Paulson - Managing Member

(In accordance with section 605.408(2), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

David Paulson

Typed or printed name of signer

NOTICE: PERIOD
Notarize Files For the Division of Corporations
3 State Department of Professional Affairs
6 South Capitol Street, SUITE 1100
TALLAHASSEE, FLORIDA 32301

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2007 JUL 30 AM 9:00

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TALLAHASSEE, FLORIDA

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EXHIBIT B
ARTICLES OF ORGANIZATION OF ENDOLUMINAL TECHNOLOGY LLC
TEXAS

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TALLAHASSEE, FLORIDA

Exhibit B to Plan of Merger

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In the Office of the
Secretary of State of Texas

APR 04 2005

Corporations Section

**ARTICLES OF ORGANIZATION
OF
ENDOLUMINAL TECHNOLOGY LLC**

The undersigned, acting as the sole organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for Endoluminal Technology LLC (the "Company"):

ARTICLE ONE

The name of the Company is Endoluminal Technology LLC.

ARTICLE TWO

The period of duration of the Company is perpetual, unless the Company dissolves in accordance with the provisions of its regulations.

ARTICLE THREE

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Act.

ARTICLE FOUR

The address of the Company's initial registered office in the State of Texas is 6624 Frasin St., Suite 2220, Houston, TX 77030, and the name of the Company's initial registered agent at that address is R. David Fish.

ARTICLE FIVE

The Company will have managers. The name and address of the initial managers are R. David Fish and David Pangloss, 6624 Frasin St., Suite 2220, Houston, TX 77030.

ARTICLE SIX

The name and address of the organizer is R. David Fish, 6624 Frasin St., Suite 2220, Houston, TX 77030.

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2007 JUL 30 AM 11:00
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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, these Articles of Organization have been executed on March 21, 2005 by the undersigned.

SOLE ORGANIZER

Robert David Fish

Name: R. David Fish

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(Signature Page to Articles of Organization)

2007 JUL 30 AM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
OF
ENDOLUMINAL TECHNOLOGY RESEARCH, LLC
(a Florida limited liability company)
INTO
ENDOLUMINAL TECHNOLOGY LLC
(a Texas limited liability company)**

The undersigned limited liability companies, acting pursuant to Article 10.03 of the Texas Limited Liability Company Act, hereby certify the following Articles of Merger, adopted for the purpose of effecting a merger in accordance with the provisions of Part Ten of the Texas Limited Liability Company Act:

First: That the name and state of organization of the merging entities are as follows:

<u>Name</u>	<u>State of Formation</u>
ENDOLUMINAL TECHNOLOGY RESEARCH, LLC	Florida
ENDOLUMINAL TECHNOLOGY LLC	Texas

Second: That a Plan of Merger between the parties to the merger has been approved and adopted in accordance with the provisions of Chapter 608, Title XXXVI of the Florida Statutes, and Article 10.01 of the Texas Limited Liability Company Act and provides for the merger of ENDOLUMINAL TECHNOLOGY RESEARCH, LLC, a Florida limited liability company and ENDOLUMINAL TECHNOLOGY LLC, a Texas limited liability company and resulting in ENDOLUMINAL TECHNOLOGY LLC, the Texas limited liability company being the surviving limited liability company in the merger (the "Surviving Company").

Third: No amendments to the organizational documents of the Surviving Company are to be affected by the merger.

Fourth: That the executed Plan of Merger is on file at the principal place of business of ENDOLUMINAL TECHNOLOGY LLC, a Texas limited liability company, located at 6624 Furrin St., Suite 2320 Houston, Texas 77030.

Fifth: That a copy of the Plan of Merger will be furnished by ENDOLUMINAL TECHNOLOGY LLC, a Texas limited liability company, on request and without cost, to any member of each limited liability company that is a party to the Plan of Merger.

Sixth: The Plan of Merger and the performance of its terms were duly authorized by all actions required by the laws under which each limited liability company that is party to the merger was formed or organized and by its constituent documents.

Seventh: The merger shall be effective at 12:01 am on August 1, 2007.

Eighth: ENDOLUMINAL TECHNOLOGY LLC, the surviving domestic limited liability company, will be responsible for the payment of all fees and franchise taxes required to be paid by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

Signatures on the Following Page

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2007 JUL 30 AM 11:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned limited liability companies have executed these Articles of Merger as of this 16 of April, 2007.

ENDOLUMINAL TECHNOLOGY RESEARCH, LLC, a Florida limited liability company

By: [Signature]
David Padagua, Managing Member

ENDOLUMINAL TECHNOLOGY LLC, a Texas limited liability company

By: [Signature]
R. David Fish, Managing Member

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2007 JUL 30 AM 10:00
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