

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : KLUGER, PERETZ, KAPLAN & BERLIN, P.A. Att: Ellen
Account Number : I19990000171
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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE**OLD CUTLER PEDIATRICS & FAMILY MEDICINE, P.L.****BK**

Certificate of Status	0
Certified Copy	0
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ARTICLES OF MERGER
Merger Sheet

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGING: _____

OLD CUTLER PEDIATRICS & FAMILY MEDICINE, P.A. (P02000060479), A
FLORIDA CORPORATION

INTO

OLD CUTLER PEDIATRICS & FAMILY MEDICINE, P.L., a Florida entity,
L02000018746.

File date: September 13, 2002

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109, 608.4382 and 621.13(3), Florida Statutes.

ARTICLE I

The name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address: Jurisdiction: Entity Type:

Old Cutler Pediatrics &
Family Medicine, P.A. Florida Corporation
7985 S.W. 136th Street
Miami, Florida 33156
Florida Document Number: P02000060479 FEI Number: Applied for

Old Cutler Pediatrics & Family
Medicine, P.L. Florida Limited Liability Co.
7985 S.W. 136th Street
Miami, Florida 33156
Florida Document Number: L02000018746 FEI Number: Applied for

ARTICLE II

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address: Jurisdiction: Entity Type:

Old Cutler Pediatrics & Family
Medicine, P.L. Florida Limited Liability Co.
7985 S.W. 136th Street
Miami, Florida 33156

ARTICLE III

The attached Plan of Merger meets the requirements of sections 607.1108, 608.438 and 621.13(3), Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607, 608 and 621, Florida Statutes.

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STATE
TALLAHASSEE FLORIDA

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ARTICLE IV

The surviving entity has obtained the written consent of its members under section 608.4384, Florida Statutes.

ARTICLE V

The merger is permitted under the laws of the State of Florida and is not prohibited by the articles of organization of the limited liability company that is a party to the merger.

ARTICLE VI

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

ARTICLE VII

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

ARTICLE VIII

Signatures of each party:

OLD CUTLER PEDIATRICS &
FAMILY MEDICINE, P.A.

OLD CUTLER PEDIATRICS &
FAMILY MEDICINE, P.L.

By: Sarah Dodge Morrison, M.D.
Name: Sarah Dodge Morrison, M.D.
Title: President

By: Sarah Dodge Morrison, MD
Name: Sarah Dodge Morrison, M.D.
Title: President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 608.4381, Florida Statutes, is being submitted in accordance with Sections 607.1108, 608.4381 and 621.13(3), Florida Statutes.

ARTICLE I

The exact name and jurisdiction of each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
Old Cutler Pediatrics & Family Medicine, P.A. (the "Florida Corporation")	Florida
Old Cutler Pediatrics & Family Medicine, P.L. (the "Surviving Party")	Florida

ARTICLE II

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

<u>Name:</u>	<u>Jurisdiction:</u>
Old Cutler Pediatrics & Family Medicine, P.L.	Florida

ARTICLE III

The terms and conditions of the merger are as follows:

- (1) The two (2) entities shall be a single entity, which shall be a Florida limited liability company as the Surviving Party, and the separate existence of the Florida Corporation shall cease, except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another entity.
- (2) The Surviving Party shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, both of a public and of a private nature, of each of the merging parties; and all property (real, personal and mixed), and all debts due on whatever account,

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including subscriptions to shares, warrants issued, and all other choices of action, and all and every other interest of, or belonging to, or due to each of the merging parties, shall be taken and deemed to be vested in the Surviving Party without further act or deed; and the title to all real estate, or any interest therein, of either of the merging parties shall not revert or be in any way impaired by reason of the merger.

- (3) The Surviving Party shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the merging parties, and any claim existing or action or proceeding pending by or against either of the merging parties may be prosecuted to judgment as if the merger had not taken place, or the Surviving Party may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the merging parties shall be impaired by the merger;
- (4) The Articles of Organization of the Surviving Party as existing and constituted immediately prior to the Effective Date of this Plan of Merger shall be and constitute the Articles of Organization of the Surviving Party.
- (5) The Operating Agreement of the Surviving Party as existing and constituted immediately prior to the Effective Date of this Plan of Merger shall be and constitute the Operating Agreement of the Surviving Corporation.
- (6) The shareholders of the Florida Corporation as existing immediately prior to the Effective Date of this Plan of Merger shall be and constitute the Members of the Surviving Party.
- (7) The Surviving Party shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the merger as herein provided.
- (8) This Plan of Merger has been approved unanimously by the Board of Directors and the shareholders of the Florida Corporation and by all of the members of the Surviving Party, respectively.
- (9) Each shareholder of the Florida Corporation entitled to vote on the adoption of this Plan of Merger is permitted by the provisions of the Florida Business Corporation Act to "dissent" from the adoption of this Plan of Merger and receive payment in the amount of \$1.00

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per share for their shares. Such dissenters may demand to be paid a price determined to be "fair" by a court of proper jurisdiction sitting in Miami-Dade County, Florida within the time and in the manner provided in Section 607.1320 of the Florida Business Corporation Act. A copy of provisions of the Florida Business Corporation Act relating to the exercise of "dissenters' rights" will be distributed to all shareholders of the Florida Corporation. Any shareholder wishing to exercise dissenters' rights (a) must timely deliver written notice to the Florida Corporation of such intention if the Plan of Merger is adopted, and (b) shall not vote their shares in favor of the Plan of Merger. Shareholders who fail to comply with such notice requirements and other requirements of Section 607.1320 of the Florida Business Corporation Act will not be permitted to exercise dissenters' rights. Shareholders who exercise dissenters' rights have no assurance under the Florida Business Corporation Act that they will be paid any amount greater than the \$1.00 per share amount determined to be the fair value of shares by the Board of Directors of the Florida Corporation.

- (10) Should the Plan of Merger be adopted, written notice will be sent to shareholders of the Florida Corporation regarding the adoption of this Plan of Merger (the "Notice of Adoption"), which notice will include instructions regarding the delivery of stock certificates to the Surviving Party and the issuance of membership certificates in the Surviving Party. Shareholders of the Florida Corporation whose stock certificates have been lost or destroyed will be required to execute and deliver to the Surviving Entity a sworn affidavit (a "Lost Certificate Affidavit") in a form to be provided with the Notice of Adoption, to the effect that such shareholders have conducted a diligent search for such certificates and that such certificates have either been lost or destroyed. The Surviving Party will require shareholders who submit Lost Certificate Affidavits to agree to indemnify and hold the Surviving Party harmless should any other person assert an ownership interest in the shares described in the Lost Certificate Affidavit.
- (11) Shareholders who comply with instructions regarding delivery of certificates (or the aforesaid Lost Certificate Affidavits) will receive new stock certificates from the Surviving Party within ten (10) days following delivery to the Surviving Party of such certificates or affidavits. Payment will be made by the Surviving Party's check to be delivered to shareholders by the United States Postal Service certified mail, return receipt requested.

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- (12) In furtherance of the transactions contemplated by this Plan of Merger, the President, any Vice President and the other proper officers of the Florida Corporation and the Surviving Party, respectively, are authorized to take all actions and to execute and deliver all such documents as may be necessary or appropriate to carry into effect all the terms and provisions of this Plan of Merger. The Florida Corporation and the Surviving Party, respectively, have agreed to indemnify and hold harmless the member of the Surviving Party and the Florida Corporation's Board of Directors, President and other officers, respectively, from any and all claims, losses, costs and damages incurred by any of them arising from or relating to the approval and implementation of this Plan of Merger.

ARTICLE IV

- (1) The manner and basis of converting the shares of the merged party into the interests of the survivor, in whole or in part, into cash or other property are as follows:

Upon the Effective Date of this Plan of Merger, each issued and outstanding share of the Florida Corporation's Common Stock shall be exchanged for an equal number of membership units of the Surviving Party.

- (2) As no rights to acquire shares in the Florida Corporation have been issued and are outstanding, the Operating Agreement of the Surviving Party shall control the rights to acquire interests of the Surviving Party.

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IN WITNESS WHEREOF, the merging parties have caused their corporate names to be affixed to this Plan of Merger by their respective, duly authorized officer or members on the date first written above.

OLD CUTLER PEDIATRICS &
FAMILY MEDICINE, P.A., a Florida
corporation

By: Sarah Dodge Morrison, M.D.
Name: Sarah Dodge Morrison, M.D.
Title: President

[SEAL]

CERTIFICATE OF SECRETARY

This Agreement has been approved by all of the shareholders of Old Cutler Pediatrics & Family Medicine, P.A., a Florida corporation, at a special meeting of the shareholders, duly called for such purpose.

Thomas O. Morrison, Secretary
Thomas O. Morrison, Secretary

[SEAL]

OLD CUTLER PEDIATRICS &
FAMILY MEDICINE, P.L., a Florida
limited liability company

By: Sarah Dodge Morrison, M.D.
Name: Sarah Dodge Morrison, M.D.
Title: President

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