

LO2000029019

Mr. Nicholas Elliott  
(Requestor's Name)

Monterey Medical Diagnostic Center  
(Address)

1050 S.E. Monterey Road, Ste 102  
(Address)

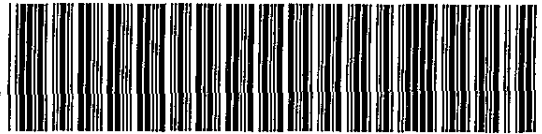
Stuart, FL 34994  
(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Monterey Diagnostic Center Inc.</u> <u>2830 S.E. Federal Highway</u> <u>Stuart, FL 34994</u>	<u>Martin County</u>	<u>Incorporation</u>

Florida Document/Registration Number: P02000061522      FEI Number: 45-0478778

2. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_      FEI Number: \_\_\_\_\_

3. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_      FEI Number: \_\_\_\_\_

4. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_      FEI Number: \_\_\_\_\_

*(Attach additional sheet(s) if necessary)*

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Monterey Medical Diagnostic Center L.c.</u> <u>1050 S.E. Monterey Road</u> <u>Stuart, FL 34994</u>	<u>Martin County</u>	<u>Limited Liability Corporation</u>

Florida Document/Registration Number: 102000029019

FBI Number: 02-0649349

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**REQUIRED SIGNATURES FOR EACH ENTITY TYPE:**

- All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
- All General Partnerships: Signatures of two partners.
- All Domestic Limited Partnerships: Signatures of all general partners.
- All Non-Florida Limited Partnerships: Signature of one general partner.
- All Limited Liability Companies: Signature of a member or authorized representative of a member.
- All Other Business Entities: In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

Mailing address:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address:  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**FILING FEES:**

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
monterey Diagnostic Center Inc.	Martin County

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

<u>Name</u>	<u>Jurisdiction</u>
Monterey Medical Diagnostic Center L.C.	Martin County

**THIRD:** The terms and conditions of the merger are as follows:

None

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Economy of scale  
Budgeted savings  
Combining overhead  
Merging for no monetary gain

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A - No rights being converted

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

N/A

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Michael K. Byrd  
1050 S.E. Monterey Road  
Suite # 102  
Stuart, FL 34994

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A - Both Florida Entities

**EIGHTH:** Other provisions, if any, relating to the merger:

None

*(Attach additional sheet(s) if necessary)*