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MERGER OR SHARE EXCHANGE

N. KANDAWALLA, M.D., LLC

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Department of State 2/28/2004 4:36 PAGE 1/1 RightFAX

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 26, 2004

N. KANDAWALLA, M.D., LLC
5313 ABINGER COURT
TAMPA, FL 33624

SUBJECT: N. KANDAWALLA, M.D., LLC
REF: D03000001033

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

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**ARTICLES OF MERGER
OF****USA PATH LAB, LLC, a Florida limited liability company,
and****N. KANDAWALLA, M.D., LLC a Florida limited liability company**

Pursuant to the provisions of the Florida Limited Liability Act governing the merger of a domestic limited liability company with and into a limited liability company, the undersigned corporations adopt the following Articles of Merger:

1. The names of the merging limited liability companies are **USA PATH LAB, LLC**, which is a Florida limited liability company and which shall be the surviving limited liability company ("Surviving Entity"), and **N. KANDAWALLA, M.D., LLC**, which is a Florida limited liability company and the existence of which will cease ("Disappearing Entity").
2. The Surviving Entity will continue its existence as the Surviving Entity under its current name pursuant to the provisions of the laws of the State of Florida.
3. The merger shall be effective as of the date of filing of these Articles of Merger.
4. The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A", was approved and adopted by the members of the Disappearing Entity and the members of the Surviving Entity by written consents dated February 24, 2004.

IN WITNESS WHEREOF, the duly authorized managers of the constituent limited liability companies have executed these Articles of Merger as of February 24, 2004.

DISAPPEARING ENTITY:**N. KANDAWALLA, M.D., LLC,
a Florida limited liability company**By: **Narinder M. Kandawalla, M.D.,
Manager****SURVIVING ENTITY:**

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USA PATH LAB, LLC,
a Florida limited liability company

By: 

Narisang M. Kandawalla, M.D.,
Manager

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TALLAHASSEE, FLORIDA

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
USA PATH LAB, LLC
AND
N. KANDAWALLA, M.D., LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") is entered into as of February 24, 2004, by and between USA PATH LAB, LLC, a Florida limited liability company (the "Surviving Entity"), and N. KANDAWALLA, M.D., LLC, a Florida limited liability company (the "Disappearing Entity"), as approved by the Members of each of said entities:

R E C I T A L S:

A. Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida.

B. Disappearing Entity is a limited liability company duly organized and existing under the laws of the State of Florida.

C. The Members of the Disappearing Entity and the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the respective members, employees and customers of those entities.

D. Disappearing Entity and Surviving Entity have agreed that Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent limited liability companies to this Agreement and Plan, agree as follows:

1. **Merger.** Disappearing Entity shall be merged with and into Surviving Entity.
2. **Filing and Effective Time.** Surviving Entity shall file with the Florida Department of State Articles of Merger pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be at 12:01 A.M. on the date filing the Articles of Merger with the Florida Secretary of State.
3. **Surviving Entity.** The Surviving Entity shall continue its existence under its current name pursuant to the provisions of the Florida Act, and shall succeed without other transfer

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to all the rights and properties of the Disappearing Entity and shall be subject to all the debts and liabilities of the Disappearing Entity in the same manner as if Surviving Entity had incurred them in accordance with the laws of the State of Florida.

4. **Disappearing Entity.** The separate existence of the Disappearing Entity shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. **Terms of the Merger.** Each membership interest in the Surviving Entity outstanding immediately prior to the merger, and all rights in respect thereof, shall not be changed as a result of the merger and shall continue to be outstanding. On the Effective Date, each membership interest of the Disappearing Entity outstanding immediately prior to the merger, and all rights in respect thereof, shall cease to exist and be cancelled. The holders of the membership interests in the Disappearing Entity will each receive \$10.00 for each 1% membership interest in the Disappearing Entity held, so that the holder of the 51% membership interest in the Disappearing Entity shall receive \$510.00 and the holder of the 49% membership interest in the Disappearing Entity shall receive \$490.00.

6. **Articles of Incorporation.** The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. **Operating Agreement.** The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. **Manager.** Nariosang M. Kandawalla, M.D., the Manager of the Surviving Entity upon the Effective Date shall continue to be the Manager of the Surviving Entity, who shall hold such position until the election and qualification of his successors or until his tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Entity. The Manager's business address is 115 Margaret Street, Brandon, Florida 33511.

9. **Approval.** The agreement contemplated by this Agreement and Plan has previously been submitted to and approved by members of the Disappearing Entity and the members of the Surviving Entity. Subsequent to the execution of this Agreement and Plan by the respective managers of the Disappearing Entity and Surviving Entity, such managers shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

10. **Amendment.** This Agreement and Plan may be amended with the approval of the managers of the Surviving Entity and the Disappearing Entity at any time prior to the filing of this Agreement and Plan with the Florida Department of State.

11. **Governing Law.** This Agreement and Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

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12. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

13. **Counterparts.** This Agreement and Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the managers of the constituent limited liability companies have executed this Agreement and Plan as of the date first above written.

DISAPPEARING ENTITY:

N. KANDAWALLA, M.D., LLC,
a Florida limited liability company

By: s/ Nariosang M. Kandawalla
Nariosang M. Kandawalla, M.D., Manager

SURVIVING ENTITY:

USA PATH LAB, LLC,
a Florida limited liability company

By: s/ Nariosang M. Kandawalla
Nariosang M. Kandawalla, M.D., Manager

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