

U03000025964

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Merge 12/30

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

OFF 12/31/04

(((H04000256144 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

MJH

To: Division of Corporations
Fax Number : (850) 205-0380

*MUST BE FILE
DATED 12/30/04
effective 12/31/04*

From: Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850) 681-6528
Fax Number : (850) 681-6011

U03-25964 merging

MERGER OR SHARE EXCHANGE

Encore Acquisition I Corp.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$140.00

\$85.00

RECEIVED

04 DEC 30 PM 4:43

DIVISION OF CORPORATIONS

FILED

04 DEC 30 PM 5:19

Electronic Filing Menu

Corporate Filing

Public Access Help

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. Pro Docs Holdings, LLC 10200 Grogan's Mill Road, Ste. 350 The Woodlands, TX 77380	Florida	Limited liability company

Florida Document/Registration Number: L03000025984 FEI Number: 20-0451841

2. Southern Imaging Partners, LLC 10200 Grogan's Mill Road, Ste. 350 The Woodlands, TX 77380	Florida	Limited liability company
--	---------	---------------------------

Florida Document/Registration Number: L03000024860 FEI Number: 58-2334017

3. _____ _____ _____	_____	_____
----------------------------	-------	-------

Florida Document/Registration Number: _____ FEI Number: _____

4. _____ _____ _____	_____	_____
----------------------------	-------	-------

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

CR2B020(9/02)

04 DEC 30 PM 5:19
FILED
TALLAHASSEE, FLORIDA

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>
Encore Acquisition I Corp.	Delaware	corporation
10200 Grogan's Mill Road, Ste. 350		
The Woodlands, TX 77380		

Florida Document/Registration Number: _____ FEI Number: 20-0382598

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.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

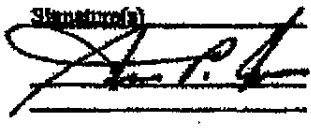
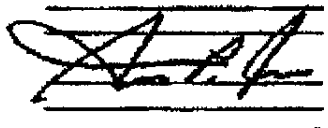
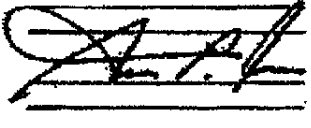
December 31, 2004

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>Pro Docs Holdings, LLC</u>		<u>Gene P. Jones, Vice President</u>
		<u>Gene P. Jones</u>
		<u>Secretary, Treasurer and</u>
		<u>Chief Financial Officer</u>
<u>Southern Imaging Partners, LLC</u>		<u>Gene P. Jones, Vice President</u>
		<u>Gene P. Jones</u>
		<u>Secretary, Treasurer and</u>
		<u>Chief Financial Officer</u>
<u>Wiscore Acquisition I Corp.</u>		<u>Gene P. Jones, Vice President</u>
		<u>Gene P. Jones</u>
		<u>Secretary, Treasurer and</u>
		<u>Chief Financial Officer</u>

(Attach additional sheet(s) if necessary)

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>
Pro Docs Holdings, LLC	Florida
Southern Imaging Partners, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Encore Acquisition I Corp.	Delaware

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

Pro Docs Holdings, LLC and Southern Imaging Partners, LLC will be merged with and into Encore Acquisition I Corp. The membership interests held by Encore Acquisition I Corp. will be cancelled and no payment will be made in respect thereof. Encore Acquisition I Corp. will be the surviving entity. The shares of stock of Encore Acquisition I Corp. issued and outstanding will not be affected by the merger.

(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:

The membership interests in Pro Docs Holdings, LLC and Southern Imaging Partners, LLC will be cancelled and no payment made in respect thereof.

- 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:

Not Applicable.

(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:

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

Not Applicable

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:

Not Applicable

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:

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

(Attach additional sheet(s) if necessary)