

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850)617-6380

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

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**MERGER OR SHARE EXCHANGE  
ZONECARE USA OF DELRAY, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

**FILED**  
16 APR 29 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

**Articles of Merger  
For  
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OC COMPLEX CARE BILLING, LLC	Florida	Limited Liability Company <b>L04 - 90684</b>
ZONECARE USA OF DELRAY, LLC	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
ZONECARE USA OF DELRAY, LLC	Florida	Limited Liability Company <b>L03 - 29703</b>

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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TALLAHASSEE, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.



**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

04/29/2016

\_\_\_\_\_

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
OC COMPLEX CARE BILLING, LLC		Steven Davis
ZONECARE USA OF DELRAY, LLC		Steven Davis
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b>Fees:</b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$25.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b>Certified Copy (optional):</b>	\$30.00

16 APR 29 AM 9:59  
 SECRETARY OF STATE  
 TALAHASSEE, FLORIDA  
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**ARTICLES OF MERGER  
OF  
OC COMPLEX CARE BILLING, LLC  
WITH AND INTO  
ZONECARE USA OF DELRAY, LLC**

Pursuant to the provisions of Section 605.1025 of the Florida Revised Limited Liability Company Act, ZoneCare USA of Delray, LLC, a Florida limited liability company (the "Surviving Entity"), and OC Complex Care Billing, LLC, a Florida limited liability company (the "Merging Entity"), hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
2. The Agreement and Plan of Merger was approved and adopted by all of the members and managers of the Surviving Entity and Merging Entity in accordance with Sections 605.1021 - 605.1026 of the Florida Revised Limited Liability Company Act as of April 30, 2016 and in accordance with the Articles of Organization and Operating Agreements of Surviving Entity and Merging Entity.
3. The merger shall be effective on April 29, 2016.

IN WITNESS WHEREOF, the undersigned limited liability companies have caused these Articles of Merger to be executed by their duly authorized officers as of April 29, 2016.

**ZONECARE USA OF DELRAY, LLC**

**OC COMPLEX CARE BILLING, LLC**

By: 

By: 

Name: Steven Davis  
Title: Secretary

Name: Steven Davis  
Title: Secretary

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

[Inserted behind this page.]

## AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger dated as of April 29, 2016, OC Complex Care Billing, LLC, a Florida limited liability company (the "Merging Entity"), shall be merged with and into ZoneCare USA of Delray, LLC, a Florida limited liability company (the "Surviving Entity").

### SECTION 1 DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean 5pm Eastern Standard Time on April 29, 2016.

1.2 Merger. "Merger" shall refer to the merger of the Merging Entity with and into the Surviving Entity as provided in Section 2.1 of this Agreement and Plan of Merger.

### SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions of this Agreement and Plan of Merger, at the Effective Time, the Merging Entity shall be merged with and into the Surviving Entity in accordance with the provisions of the Florida Revised Limited Liability Company Act (the "Act"), Chapter 605. The Merger shall have the effects set forth in this Agreement and Plan of Merger and in the relevant provisions of the Act, including Section 605.1026 thereof and, following the Merger, the separate limited liability company existence of the Merging Entity shall cease, and the Surviving Entity shall continue as the surviving limited liability company resulting from the Merger and shall continue to be governed by the laws of the State of Florida. Without limiting the generality of the foregoing, at the Effective Time, all of the property, rights, privileges, immunities, powers and franchises of the Surviving Entity and the Merging Entity shall be vested in the Surviving Entity, and all of the debts, liabilities, obligations and duties of the Surviving Entity and the Merging Entity shall become or remain, as the case may be, the debts, liabilities, obligations and duties of the Surviving Entity.

2.2 Effective Time. The Merger contemplated by this Agreement and Plan of Merger shall be effective as of the Effective Time.

2.3 Articles of Organization. The Merger shall have no effect on the articles of organization of the Surviving Entity.

2.4 Operating Agreement. The Merger shall have no effect on the operating agreement of the Surviving Entity.

2.5 Managers. The Merger shall have no effect on the manager(s) of the Surviving Entity.

2.6 Officers. The Merger shall have no effect on the officers of the Surviving Entity.

SECTION 3  
CANCELLATION OF INTEREST

3.1 Cancellation of Interests. Each member's interest in the Merging Entity that was issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and shall cease to exist.

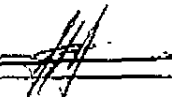
SECTION 4  
MISCELLANEOUS

4.1 Further Assurances. Each party to this Agreement and Plan of Merger agrees to do such things as may be reasonably requested by the other party in order to more effectively consummate or document the transaction contemplated by this Agreement and Plan of Merger.


IN WITNESS WHEREOF, the undersigned limited liability companies have caused this Agreement and Plan of Merger to be executed as of the date first above written.

ZONECARE USA OF DELRAY, LLC

OC COMPLEX CARE BILLING, LLC

By: 

Name: Steven Davis  
Title: Secretary

By: 

Name: Steven Davis  
Title: Secretary