L03000052374

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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 365660 7137273

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 77.50

ORDER DATE : December 18, 2003

ORDER TIME : 11:11 AM

ORDER NO. : 365660-005

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq
Eric M. Sauerberg, P.a.
Suite 102
200 Village Square Crossing
Palm Bch Garden, FL 33410

ARTICLES OF MERGER

PALM BEACH SURGICAL
ASSOCIATES

INTO

PALM BEACH SURGICAL
ASSOCIATES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: __________

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED
03 DEC 24 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 19, 2003

SARA LEA
CSC
TALLAHASSEE, FL

SUBJECT: PALM BEACH SURGICAL ASSOCIATES, LLC
Ref. Number: L03000052374

We have received your document for PALM BEACH SURGICAL ASSOCIATES, LLC and the authorization to debit your account in the amount of $77.50. However, the document has not been filed and is being returned for the following:

This document is missing several crucial things including mainly the PLAN OF MERGER information, and a clear statement of the names and addresses of the managers or managing members of the surviving LLC.

The best bet would be for the to use our LLC cross entity merger form.

ALSO, the total required to file the merger would only be $50.00.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 503A00068033

ARTICLES OF MERGER

FILED 03 DEC 24 11:24 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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:

Name and Street Address	Jurisdiction	Entity Type
1. PALM BEACH SURGICAL ASSOCIATES 4665 SOUTH CONGRESS AVENUE, SUITE 100 LAKE WORTH, FLORIDA 33461	FLORIDA	GENERAL P'SHIP
Florida Document/Registration Number: N/A		FEI Number: 65-0450956
2. PALM BEACH SURGICAL ASSOCIATES, LLC 4665 SOUTH CONGRESS AVENUE, SUITE 100 LAKE WORTH, FLORIDA 33461	FLORIDA	LIM. LIAB. COMPANY
Florida Document/Registration Number: L03000052374		FEI Number: 65-0450956
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

CR2E080(9/02)

SECOND: 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
PALM BEACH SURGICAL ASSOCIATES, LLC	FLORIDA	LIM. LIAB. COMPANY
4665 SOUTH CONGRESS AVENUE, SUITE 100		
LAKE WORTH, FLORIDA 33461		

Florida Document/Registration Number: L03000052374 FEI Number: 65-0450956

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

____
(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: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity	Signature(s)	Typed or Printed Name of Individual
PALM BEACH SURG. ASSOC		JACK N. ZELTZER, M.D
		STEVEN G. GOFF, M.D.
PALM BEACH SURG ASS, LLC		JACK N. ZELTZER, M.D.

(Attach additional sheet(s) if necessary)

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:

Name	Jurisdiction
PALM BEACH SURGICAL ASSOCIATES	FLORIDA
PALM BEACH SURGICAL ASSOCIATES, LLC	FLORIDA

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TALLAHASSEE, FLORIDA

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

Name	Jurisdiction
PALM BEACH SURGICAL ASSOCIATES, LLC	FLORIDA

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

PALM BEACH SURGICAL ASSOCIATES, A FLORIDA GENERAL PARTNERSHIP, IS OWNED EQUALLY BY SIX PROFESSIONAL ASSOCIATIONS. PALM BEACH SURGICAL ASSOCIATES, A FLORIDA LIMITED LIABILITY COMPANY, IS OWNED EQUALLY BY THE SAME SIX PROFESSIONAL ASSOCIATIONS DESCRIBED IN THE PRECEDING SENTENCE. OWNERSHIP OF THE SURVIVING ENTITY (PALM BEACH SURGICAL ASSOCIATES, LLC) WILL REMAIN EQUAL. THE MERGING ENTITIES ARE EFFECTUATING THIS MERGER IN ORDER TO OPERATE THE MEDICAL PRACTICE THROUGH PALM BEACH SURGICAL ASSOCIATES, LLC AS OPPOSED TO PALM BEACH SURGICAL ASSOCIATES (GENERAL PARTNERSHIP).

(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:

I UNIT OF GENERAL PARTNERSHIP INTEREST IS BEING CONVERTED INTO 1 UNIT OF LIMITED LIABILITY COMPANY INTEREST. SINCE ALL OWNERS HAVE THE SAME INTEREST IN BOTH ENTITIES TO THE MERGER, OWNERSHIP PERCENTAGE WILL REMAIN EQUAL AFTER THE MERGER.

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:

ALL RIGHTS TO ACQUIRE INTERESTS OF THE MERGED PARTIES ARE SUBJECT TO THE CONSENT OF THE OTHER OWNERS. THE RIGHTS TO ACQUIRE INTERESTS FOR BOTH MERGED PARTIES WERE THE SAME PRIOR TO THE MERGER AND REMAIN UNCHANGED AFTER THE MERGER.

(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)	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:
FRED L. SIMON, M.D., 4665 SOUTH CONGRESS AVE., SUITE 100, LAKE WORTH, FL 33461
STEVEN G. GOFF, M.D., 4665 SOUTH CONGRESS AVE., SUITE 100, LAKE WORTH, FL 33461
JACK N. ZELTZER, M.D., 4665 SOUTH CONGRESS AVE., SUITE 100, LAKE WORTH, FL 33461
ARUL B. CHIDAMBARAM, M.D., 4665 SOUTH CONGRESS AVE., SUITE 100, LAKE WORTH, FL 33461
KATHLEEN R. MINNICK, M.D, 4665 SOUTH CONGRESS AVE., SUITE 100, LAKE WORTH, FL 33461
A. MARIANO IBARROLA, M.D., 4665 SOUTH CONGRESS AVE., SUITE 100, LAKE WORTH, 33461

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

EIGHTH: Other provisions, if any, relating to the merger:
N/A

(Attach additional sheet(s) if necessary)